P10000080106

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16 DEC 27 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change

JAN 0 5 2017

D CUSHING

MacroCap Labs

NutraKey Inc

MEMORANDUM FOR SECRETARY OF STATE

SUBJECT: Nutrakey Name Change, and Conversion of Macrocap Labs Inc to a Limited Liability Company

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

The undersigned are the officers/directors of Macrocap Labs, Inc (Document # P14000067485) and Nutrakey, Inc (Document # P10000080106) and have the requisite authority to effect the following actions which are attached hereto:

- Amendment to the Articles of Nutrakey, Inc, whereby the name is being changed to Macrocap Labs, Inc.
- Conversion of Macrocap Labs Inc to a Florida Limited Liability Company bearing the name Nutrakey, LLC

These entities are the subject of common ownership, and therefore no infringement of likeness shall occur associated with these actions, and identification should not be rejected by the Secretary of State for too closely resembling the name of another entity. These changes are being made to reconcile the corporate identities of these organizations with the goals and objectives of the respective businesses.

Should you have any questions, please direct them to our counsel, Richard McIntyre, Esq, at rdm@lm-advisory.com or (407)869-1415.

Thank you very much for your time and attention in this matter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Troy Weyman
COO
Macrocap Labs
Nutrakey

Christopher Wagner
President/CEO
Macrocap Labs
Nutrakey

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Nutrakey, Inc

DOCUMENT NUMBER: P10000080106

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard McIntyre, Esq
Name of Contact Person

LM Advisory Group, LLC
Firm/ Company

1540 International Parkway, Suite 2000
Address

Lake Mary, FL 32746
City/ State and Zip Code

rdm@lm-advisory.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard McIntyre, Esq at (407) 284-7685
Name of Contact Person — Area Code & Daytime Telephone Number

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TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ■ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

effective date 01/01/17

Articles of Amendment
to
Articles of Incorporation
of

Nutrakey, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

P10000080106

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Macrocap Labs, Inc

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent ______________________

____
(Florida street address)

New Registered Office Address: ______________________, Florida ________
(City) *(Zip Code)*

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TALLAHASSEE, FLORIDA
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New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	______	______
____ Add			______
____ Remove			______
2) ____ Change	______	______	______
____ Add			______
____ Remove			______
3) ____ Change	______	______	______
____ Add			______
____ Remove			______
4) ____ Change	______	______	______
____ Add			______
____ Remove			______
5) ____ Change	______	______	______
____ Add			______
____ Remove			______
6) ____ Change	______	______	______
____ Add			______
____ Remove			______

E. <u>If amending or adding additional Articles, enter change(s) here</u>:
(Attach *additional sheets, if necessary*). *(Be specific)*

F. <u>If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:</u>
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: ____, if other than the date this document was signed.

Effective date if applicable: 1/1/17

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- [x] The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

- [ ] The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval

  by ____."

  (voting group)

- [ ] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/21/16

Signature ____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christopher Wagner

(Typed or printed name of person signing)

President/CEO

(Title of person signing)