

P130000068431

(Requestor's Name)

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(City/State/Zip/Phone #)

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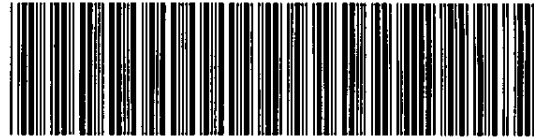
(Business Entity Name)

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TALLAHASSEE, FLORIDA
CLERK OF STATE

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2015

Sandeep Mathow
Smart RX Systems, Inc.
5703 Red Bug Lake Road #256
Winter Springs, FL 32708

SUBJECT: SMART RX SYSTEMS, INC.
Ref. Number: P13000068431

We have received your document for SMART RX SYSTEMS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 115A00004472

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMART RX SYSTEMS, INC

DOCUMENT NUMBER: P13000068431

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

Please return all correspondence concerning this matter to the following:

SANDEEP MATHOW

Name of Contact Person

SMART RX SYSTEMS, INC

Firm/ Company

5703 RED BUG LAKE ROAD # 256

Address

WINTER SPRINGS, FLORIDA 32708

City/ State and Zip Code

INFO@SMARTRXSYSTEMS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SANDEEP MATHOW

Name of Contact Person

at (407) 536-5696

Area Code & Daytime Telephone Number

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

AMENDED ARTICLES OF INCORPORATION
OF
SMART RX SYSTEMS, INC.

FILED
2015 MAR 25 16
EXHIBIT A
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is Smart Rx Systems, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the Corporation's initial principal office is 5703 Red Bug Lake Road, Suite 256, Winter Springs, FL 32708. The mailing address of the Corporation is 5703 Red Bug Lake Road, Suite 256, Winter Springs, FL 32708.

**ARTICLE III
PURPOSE**

The corporation may, and is authorized to, engage in all business permitted under the laws of the United States and Florida. The duration of the corporation shall be perpetual.

**ARTICLE IV
CAPITAL STOCK OF THE CORPORATION**

COMMON STOCK

Original Shares. Original Shares ("OS") are voting common shares of par value (\$0.0001) purchased at prices established by the stock purchase agreement ("SPA") of each founding shareholder at the time of their purchase (the "Founders' Purchase Price"), without requiring future payments for the completion of the purchase. The shares are non-transferable pursuant to applicable SEC and state rules related to non-registered issued shares of the Issuer; once fully paid, are non-cancelable. The shares carry pre-emptive rights, and share in pro-rata distribution rights of declared dividends for all classes of common shares, if any; and maintain the right to pro-rata distribution of paid in capital not otherwise designated to any other Class or Series of Preferred or Common stock in the event of a dissolution, liquidation or sale of assets. They are junior in status to all classes of preferred shares; but are convertible to common shares at a Fifteen (15) new common shares for each Share of Class A common, upon the Company's listing any shares on a National Stock Exchange recognized by the SEC, such as the NYSE or NASDAQ or CHX (excludes foreign and OTC Markets); and, have super-voting rights of Fifteen (15) votes per Class A Share held. Both of preemptive rights and Super Voting rights terminate upon the listing of any Company shares as described herein.

Class A Common Shares. The Class A shares ("Founders") are voting common shares of par value (\$0.0001) purchased at prices established by the stock purchase agreement ("SPA") of each founding shareholder at the time of their purchase (the "Founders' Purchase Price"), without requiring future payments for the completion of the purchase. The shares are non-transferable pursuant to applicable SEC and state rules related to non-registered issued shares of the Issuer; once fully paid, are non-cancelable. The shares carry pre-emptive rights, and share in pro-rata distribution rights of declared dividends for all classes of common shares, if any. They are junior in status to all classes of preferred shares; but are convertible to common shares at a Ten (10) new common shares for each Share of Class A common, upon the Company's listing any shares on a National Stock Exchange recognized by the SEC, such as the NYSE or NASDAQ or CHX (excludes foreign and OTC Markets); and, have super-voting rights of Ten (10) votes per Class A Share held. Both of preemptive rights and Super Voting rights terminate upon the listing of any Company shares as described herein.

PREFERRED SHARES

Founders' Non-Voting Cumulative Redeemable Preferred Shares. The Founders' Preferred has a Stated Value and redemption Value of \$1,000 per share; is issued as a discounted Preferred at a Purchase Price which is a 33.33% discount from the cumulative Stated Value of the Shares issued (100% of capital equals 150% of Stated Value). The Preferred has no voting rights, except for required class voting rights pursuant to applicable Florida Statute. While eligible for dividends if and as declared by the Board, the Preferred is issued in contemplation of redemption, or sale pari-pasu with exempt or registered offerings, to the declaration of dividends. The Board, in its sole discretion, may authorize the sale of the Preferred through such offerings in lieu of redemption. The Preferred shall be entitled to liquidation preference related to all Smart Rx Systems, Inc. controlled, or affiliate controlled, assets related to all and any assets as part of the Company, over any other classes of stock of Issuer, as issued, except for the same rights and privileges as are afforded to voting Original common stock pursuant to the By-laws in effect, as amended, except for voting rights, at the time of any liquidation of the assets and satisfaction of the obligations and liabilities of Issuer. This generally means that in the event of a merger, sale (of substantially all assets or stock), any voluntary or involuntary liquidation, dissolution or winding up of the affairs of Issuer, then, either (i) simultaneous with any distribution or payment on pari pasu securities, such as our common stock, or Series A Redeemable Preferred, or any other classes of stock issued with similar provisions; and, (ii) before any distribution or payment shall be made to the holders of any other junior securities, each Holder of Preferred then outstanding shall be entitled to be paid, out of our assets available for distribution to its stockholders, an amount equal to: (a) aggregate number of shares of Preferred then outstanding multiplied by its Stated Value per share (the "Liquidation Distribution"); and (ii) any declared and accrued, but unpaid Dividends. If the assets of the Corporation are not sufficient to generate cash sufficient to pay in full the Liquidation Distribution, then the Holders of Preferred shall share ratably (together with holders of any pari pasu securities) in any distribution of cash generated by such assets in accordance with the respective amounts that would have been payable in such distribution as if the amounts to which the Holders of outstanding shares of Preferred are entitled were paid in full.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the corporation's Board of Directors (each member thereof, a "Director") shall be at most seven and shall be elected as follows: (a) one Director shall be the Chief Executive Officer of the Corporation (the "CEO Director"); (b) one director shall be elected by a majority of the holders of shares of Founders Stock, voting separately as a class (the "Founders Preferred Director"); (c) one Director shall be elected by the holders of a majority of shares of Series A Preferred Stock, voting separately as a class (the "Series A Preferred Director"); and (d) the remaining Directors shall be elected by the holders of a majority of the outstanding shares of stock of the Corporation voting together on a fully-diluted basis.

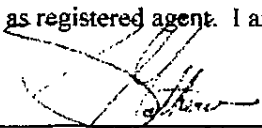
The Board of Directors shall not declare, pay or set aside dividends on shares of any other class or series of capital stock of the Corporation unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, dividends on each outstanding share of Series A Preferred Stock in amount equal to the Preferred Dividend Rate. Dividends may be paid in cash or shares of Common Stock.

Pursuant to Section 607.0602, Florida Statutes, the Directors are authorized, without the approval of the Stockholders, to (a) provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and determine the preferences, limitations and relative rights thereof and (b) issue Common Stock or Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Statutes and subject to any limitations as set forth herein.

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The registered agent and registered office of the corporation shall be C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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

**ARTICLE VII
STOCKHOLDER QUORUM REQUIREMENT**

The holders of shares entitling them to exercise one-third of the voting power of the corporation (or, with respect to any class of shares, one-third of the voting power of such class), present in person, by proxy or by the use of communications equipment at any meeting of the Stockholders (or, with respect to any class of shares, the Stockholders of such class), shall constitute a quorum for all purposes, but no action required to be authorized or taken by the holders of a designated proportion of the shares of any class or of each class may be authorized or taken by a lesser proportion.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the provisions of Sections 607.0831 and 607.0850 of the Florida Statutes, as amended and supplemented from time to time, indemnify the Directors and officers of the Corporation (each, an "Indemnitee") from and against any and all of the expenses, liabilities or other matters referred to in or covered by said statutes, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled under any bylaw, agreement, vote of Stockholders or disinterested Directors or otherwise, both as to action in such Indemnitee's official capacity and as to action in another capacity while holding such office, and shall continue as to each person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

No amendment, modification or repeal of this Article shall adversely affect any right or protection of a Director or officer that exists at the time of such amendment, modification or repeal.

**ARTICLE IX
TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director, Directors, officer or officers is or are present at or participate in the meeting of the Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed to or known by the Board of Directors or committee thereof that authorizes, approves or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed to or known by the Stockholders entitled to vote thereon, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, a committee thereof or the Stockholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of Stockholders at which action is taken pursuant to this Article.

These Amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation.

STATE OF FLORIDA
CERTIFICATE OF RESTATEMENT
OF
SMART RX SYSTEMS, INC.

(Document No. P13000068431)

SMART RX SYSTEMS, INC., a corporation organized and existing under the laws of the State of Florida, does hereby certify:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, adopted the following resolution Articles IV, and V, regarding the Amendment of the Articles of Incorporation of said corporation, and recommended the Amendment to the shareholders:

RESOLVED, that the Amended Articles of Incorporation of Smart Rx Systems, Inc., attached hereto as Exhibit A, be, and hereby are, approved and adopted to supersede the existing Articles of Incorporation.

SECOND: The Amendment was duly adopted by the shareholders on March 24th, 2015. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

Dated: March 25th, 2015

Signature: _____

Sandeep Mathow

CEO

ACTIVITY REPORT

TIME : 09/03/2005 22:41
 NAME :
 FAX :
 TEL :
 SER.# : 000K1J531314

NO.	DATE	TIME	FAX NO./NAME	DURATION	PAGE(S)	RESULT	COMMENT
#289	08/28	01:07		01:35	07	OK	RX ECM
	08/28	02:07	2456014	01:25	10	OK	RX ECM
	08/28	02:41		05:04	18	OK	RX ECM
	08/28	16:55	2456014	53	06	OK	RX ECM
	08/28	17:00	2456014	28	03	OK	RX ECM
	08/28	20:11	8654702984	17	01	OK	RX ECM
	08/28	20:28		01:42	07	OK	RX ECM
	08/28	21:18	618132864166	02:21	04	OK	TX ECM
	08/28	22:49		52	08	OK	RX ECM
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	09/01	05:10		32	03	OK	RX ECM
	09/01	20:16	98785368	41	03	OK	TX ECM
	09/01	23:56	850 245 6013	11	01	OK	RX ECM
	09/02	00:34	352 694 2238	22	01	OK	RX ECM
	09/02	03:34	770 761 8616	09	00	NG	RX ECM
	09/02	03:41	770 761 8616	09	00	NG	RX ECM
	09/02	03:42	770 761 8616	09	00	NG	RX ECM
#295	09/02	03:54	770 761 8616	52	03	OK	RX ECM
	09/02	03:57		34	02	OK	RX ECM
	09/02	16:53	2456014	21	02	OK	RX ECM
	09/02	16:57	2456014	30	03	OK	RX ECM
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	09/02	19:09		02:00	05	OK	RX ECM
	09/02	19:12		02:07	05	OK	RX ECM
	09/02	19:15		34	01	OK	RX ECM
	09/02	19:16		36	01	OK	RX ECM
	09/02	19:32		17	00	NG	RX ECM
	09/02	19:35		57	05	OK	RX ECM
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	09/03	02:42	4030	24	03	OK	TX ECM
	09/03	16:53	2456014	49	05	OK	RX ECM
	09/03	22:09		44	08	OK	RX ECM
	09/03	22:13		59	06	OK	RX ECM
	09/03	22:39		01:38	07	OK	RX ECM

BUSY: BUSY/NO RESPONSE
 NG : POOR LINE CONDITION / OUT OF MEMORY
 CV : COVERPAGE
 POL : POLLING
 RET : RETRIEVAL
 PC : PC-FAX