P96000069872

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TALLAHASSEE, FLORIDA

12/28/12

Warner Norcross & Judd LLP
ATTORNEYS AT LAW

MARY W. DANIEL
SENIOR PARALEGAL
616.752.2215
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mdaniel@wnj.com

December 14, 2012

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: **QPS Companies, Inc. Articles of Amendment to Articles of Incorporation**

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Amendment to the Articles of Incorporation of QPS Companies, Inc. and our firm check in the amount of $43.75.

Please return the certified copy to me in the enclosed stamped envelope, and contact me at (616) 752-2251 or mdaniel@wnj.com with any questions. Thank you.

Very truly yours,

Mary W Daniel

Mary W. Daniel

jmf
Enclosures
8800974

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: QPS Companies, Inc.

DOCUMENT NUMBER: P96000069872

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

Please return all correspondence concerning this matter to the following:

Bruce C. Young
Name of Contact Person

Warner Norcross & Judd, LLP
Firm/ Company

111 Lyon Street NW, Suite 900
Address

Grand Rapids, Michigan 49503
City/ State and Zip Code

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

For further information concerning this matter, please call:

Bruce C. Young at (616) 752-2144

Name of Contact Person — 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

Articles of Amendment
to
Articles of Incorporation
of

FILED
2012 DEC 21 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QPS Companies, Inc.

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

P96000069872

(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:

_______________ *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)*

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:

Type of Action	Title	Name
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. **If amending or adding additional Articles, enter change(s) here:**
(Attach *additional sheets, if necessary). (Be specific)

Article III. Capital Stock is amended and restated in its entirety as follows:

Article III. Capital Stock

The number of shares that the corporation is authorized to issue is 200,000 shares of Common Stock consisting of 20,000 shares Class A Voting Common Stock, $1.00 par value, and 180,000 shares Class B Nonvoting Common Stock, $1.00 par value. The sole difference between the Class A and the Class B shares is that each share of Class A shares shall be entitled to one vote on each matter submitted to a vote of shareholders, and each share of Class B shares shall not be entitled to vote except as required by law. Class B shares may be issued as a share dividend in respect of the Class A shares as permitted by law.

F. **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:**
(*if not applicable, indicate N/A*)

Upon the effective date of these Articles of Amendment, each outstanding share of Common Stock, $1.00 par value, shall be automatically converted into 1/10 of a share of Class A Voting Common Stock and 9/10 of a share of Class B Nonvoting Common Stock.

The date of each amendment(s) adoption: December 13, 2012

Effective date if applicable: ______________________

(no more than 90 days after amendment file date)

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

■ 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 12/13/12

Signature X ______________________

(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)

John S. Jackobowic

(Typed or printed name of person signing)

Chairman + Director + Secretary

(Title of person signing)

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