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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 AM 10:35

Requester's Name

Vypak Corporation
1000 South Avenue
Staten Island, NY 10314-3407

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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4. _____
(Corporation Name) (Document #)

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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

N/C

V SHEPARD

25 2001

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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1. VYPAK Computers, Inc.

Name of corporation as it appears on the records of the Department of State.

2. New York

Incorporated under laws of

3. January 5, 2000

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 1, 2000

5. VYPAK Corporation

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

1/10/01
Date

R. ZITARO DeStefano
Typed or printed name

Vice President
Title

*State of New York }
Department of State }^{ss:}*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

NOV 03 2000



A handwritten signature in dark ink, appearing to read "J. L. ...", followed by a horizontal line.

Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
VYPAK COMPUTERS, INC.

Under Section 805 of the Business Corporation Law

CSC 45

FOO1101000 633

Vincent Farruggia, being the President, Secretary and sole shareholder of Vypak Computers, Inc., hereby certifies:

1. The name of the corporation is Vypak Computers, Inc.
2. The certificate of incorporation of the corporation was filed by the Department of State on September 21, 1990.
3. The certificate of incorporation of the corporation is being amended pursuant to Section 801(b) of the Business Corporation Law to accomplish the following changes: (a) the name of the corporation is being changed; (b) the purpose for which the corporation was formed is being changed; (c) the number of shares that the corporation shall have authority to issue is being increased and their par value is being changed; (d) the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is being changed; (e) the holders of any shares of stock, or of any rights or options to purchase any shares of stock, of the corporation shall have no pre-emptive or preferential right of subscription to any shares of stock, or any obligations convertible into stock, of the corporation, except as the directors of the corporation may determine; (f) the corporation is to indemnify its officers and directors in the manner provided by law, to the full extent permitted by law; and (g) the directors of the corporation are to be exculpated from personal liability to the corporation or its shareholders for any damages for any breach of duty in their capacity as directors of the corporation, to the extent permitted by law.

4. To effectuate the foregoing changes, the following amendments are hereby made to the certificate of incorporation of the corporation:

- (a) Article First of the certificate of incorporation is hereby deleted and the following is substituted in lieu thereof:

"FIRST. The name of the corporation is Vypak Corporation."

- (b) Article SECOND of the certificate of incorporation is hereby deleted and the following is substituted in lieu thereof:

"SECOND. The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained."

- (c) Article FOURTH of the certificate of incorporation is hereby amended to effect a change in the aggregate number of shares the corporation has authority to issue and in the par value of such shares. The corporation is currently authorized to issue 100 shares of common stock at no par value. Of the currently authorized 100 shares, 100 are issued and none are unissued. The 100 issued shares shall be converted into 100 shares of common stock with \$.0001 par value, at the rate of 1 old share for every 1 new share. There are no unissued shares to be converted.

Article FOURTH of the certificate of incorporation is hereby deleted and the following is substituted in lieu thereof:

"FOURTH. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock, all of which shall be \$.0001 par value."

- (d) Article FIFTH of the certificate of incorporation is hereby deleted and the following is substituted in lieu thereof:

"FIFTH. The Secretary of State of New York is hereby designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o the Corporation, 1000 South Avenue, Staten Island, New York 10314-3403."

- (e) Article SIXTH of the certificate of incorporation is hereby deleted and the following is substituted in lieu thereof:

"SIXTH. Unless expressly conferred by the terms of this certificate of incorporation, as amended from time to time, or by the terms of the securities issued by the corporation, no holder of stock or of any rights or options to purchase stock of the corporation, as such, shall have any preemptive or preferential right of subscription to any shares of any classes of stock of the corporation or to any obligations convertible into stock of the corporation, whether now or hereafter authorized, nor any right of subscription to any thereof other than such, if any, as the directors of the corporation, in their discretion, may determine, at such price as the directors, in their discretion, may fix, and any shares of stock or convertible obligations that the corporation may determine to offer for subscription to holders of the stock of the corporation may, as the directors of the corporation shall determine, be offered to holders of any class or classes of stock exclusively, or to holders of all classes of stock, and if offered to more than one class of stock, in such proportions as between said classes of stock as the directors of the corporation, in their discretion, may determine. As used in this paragraph, the expression "convertible obligations" shall include, without limitation, any notes, bonds, debentures or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the corporation of any class or classes."

- (f) The following are added as Articles SEVENTH and EIGHTH to the certificate of incorporation:

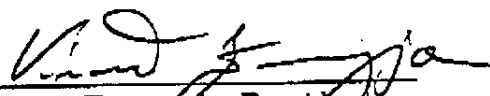
"SEVENTH. The corporation shall indemnify officers and directors of the corporation in the manner provided by law to the full extent permitted by law.

EIGHTH. No director of the corporation shall be personally liable to the corporation or its shareholders for any damages for any breach of duty in his or her capacity as a director of the corporation; provided, that this provision shall not relieve any director of liability to the corporation or its shareholders if a judgment or other final adjudication adverse to him or her establishes that (i) his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (iii) his or her acts violated Section 719 of the Business Corporation Law."

5. The foregoing amendments to the certificate of incorporation were authorized by the written consent of the sole director of the corporation followed by the written consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF, I have signed this certificate of amendment this 17th day of October, 2000, and affirm the truth of the statements contained herein under penalty of perjury.

VYPAK COMPUTERS, INC.

By: 
Vincent Farruggia, President,
Secretary and Sole Shareholder

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
VYPAK COMPUTERS, INC.**

Under Section 805 of the Business Corporation Law

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DEPARTMENT OF STATE

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