

F03000005535

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 APR 10 AM 8:26

ps 4/17/06
NC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Recruitmax Software, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F030000005535

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debbie Giambundo
(Name of Contact Person)

Vun Technology, Inc.
(Firm/Company)

7660 Centurion Parkway, Suite 100
(Address)

Jacksonville, FL 32256
(City/State and Zip Code)

For further information concerning this matter, please call:

Debbie Giambundo at (904) 493-7357
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 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

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)

F03000005535

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 APR 10 AM 8:27

1. Recruitmax Software, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 11/3/03
(Incorporated under laws of) (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? 2/28/06

5. Vuvv Technology, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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 of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

DEREK MERCER
(Typed or printed name of person signing)

CEO
(Title of person signing)

Delaware

PAGE 1

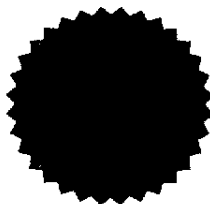
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RECRUITMAX SOFTWARE, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2006, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3722826 8100

060195865



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4555353

DATE: 02-28-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:00 AM 02/28/2006
FILED 11:00 AM 02/28/2006
SRV 060195865 - 3722826 FILE

CERTIFICATE OF AMENDMENT OF

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF

RECRUITMAX SOFTWARE, INC.

Recruitmax Software, Inc., a Delaware corporation (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That in lieu of a meeting of the board of directors of the Corporation, resolutions were duly adopted setting forth proposed amendments of the Second Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendments to be advisable and calling a meeting of the stockholders of the Corporation entitled to vote thereon for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Second Amended and Restated Certificate of Incorporation of this Corporation be amended by changing Article I thereof so that, as amended, said Article shall be, and read as follows:

"The name of the corporation is: Vurv Technology, Inc. (the "Corporation")."

RESOLVED, that the Second Amended and Restated Certificate of Incorporation of this Corporation be amended by changing Section 5(a) of Article V thereof so that, as amended, said Section shall be, and read as follows:

"(a) Redemption. The Corporation shall, if it receives written notice from the holders of at least two thirds (2/3) of the then-outstanding Preferred Stock, considered together as a single class on an as-if converted basis (a "Redemption Notice"), on or before the date which is five (5) years after the Original Series B Issue Date (such date which is five (5) years after the Original Series B Issue Date, the "Redemption Maturity Date"), redeem from any source of funds legally available therefore, such shares of Preferred Stock as are offered for redemption pursuant to the terms of this Section 5. The Corporation shall effect such redemption on each Redemption Closing (as defined below) by paying an amount per share equal to the Redemption Price (as defined below) for each such share of Preferred Stock to be redeemed, plus all declared but unpaid dividends on such shares, in cash in accordance with the terms hereof."

RESOLVED, that the Second Amended and Restated Certificate of Incorporation of this Corporation be amended by renaming the final six Articles thereof so that, as amended, they become Article VI, Article VII, Article VIII, Article IX, Article X and Article XI.

SECOND: That the amendments of the Second Amended and Restated Certificate of Incorporation were duly adopted pursuant to resolution of its board of directors and the stockholders of