

# F1800005009

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
WHYHOTEL, INC.**

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RECEIVED  
2022 MAY 11 AM 10:07  
STATE OF FLORIDA  
TALLAHASSEE, FL

2022 MAY 11 PM 12:00

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H22000168736 3

**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)**

F18000005009

(Document number of corporation (if known))

1        WHYHOTEL, INC.

(Name of corporation as it appears on the records of the Department of State)

## 2 Delaware

(Incorporated under laws of)

3. 11/01/2018

(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? 03/15/2022

Placemakr, 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)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

11:50  
22 MAY 11 PM 12:00

<u>Title/Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

DocuSigned by:

Bao Vuong

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

Bao Vuong

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE \$35.00**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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 "WHYHOTEL, INC.", CHANGING ITS NAME FROM "WHYHOTEL, INC." TO "PLACEMAKR, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2022, AT 8:06 O'CLOCK A.M.



6450559 8100  
SR# 20221000168

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202909940  
Date: 03-15-22

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
WHYHOTEL, INC.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:06 AM 03/15/2022  
FILED 08:06 AM 03/15/2022  
SR 20221000168 - File Number: 6458359

WhyHotel, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is WhyHotel, Inc., and that the Corporation was originally incorporated pursuant to the General Corporation Law on June 19, 2017 under the name WhyHotel, Inc. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 25, 2019, which was subsequently amended on October 11, 2021 (the "Certificate of Incorporation").

**SECOND:** That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation:

**RESOLVED,** that Article I of the Certificate of Incorporation of the Corporation be amended and restated to read in its entirety as follows:

"The name of this corporation is "Placemakr, Inc." (the "*Company*" or the "*Corporation*")."

**THIRD:** That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders of the Corporation holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law.

*{Remainder of page intentionally left blank}*

**IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment in the name and on behalf of the Corporation as of this 15th day of March, 2022.**

**By /s/ Jason Fudin**  
**Name: Jason Fudin**  
**Title: Chief Executive Officer**