

12/30/2020

F 82410

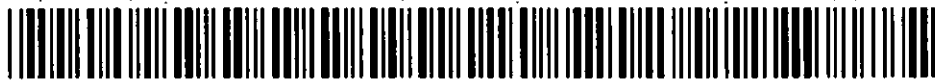
Division of Corporations

H20000444575 3

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000444575 3)))



H200004445753ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

20201230 10:30:07

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 12000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

20201230 10:30:07

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

Dated December 31st, 2020

Pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the “Act”), Fischer International Systems Corporation, a Florida corporation (the “Corporation”), does hereby certify, for the purpose of filing these Third Amended and Restated Articles of Incorporation of the Corporation (these “**Amended and Restated Articles of Incorporation**”) with the Department of State of the State of Florida (the “**Department of State**”), that:

FIRST: The name of the Corporation is Fischer International Systems Corporation.

SECOND: The Articles of Incorporation of the Corporation were originally filed with the Department of State on June 1, 1982 under Document Number F83417, and subsequently amended by the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on June 16, 1982, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on September 22, 1986, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on December 11, 1986, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on January 8, 1987, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on May 12, 1999, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on July 29, 1999, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on November 28, 2000, the Articles of Merger of Lagrange Technologies Corporation, Gauss Global Technologies Corporation, and Fischer International Systems Corporation, filed with the Department of State on December 29, 1999, the Amended and Restated to Articles of Incorporation of the Corporation, filed with the Department of State on March 15, 2001, the Second Amended and Restated to Articles of Incorporation of the Corporation, filed with the Department of State on February 21, 2003, the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on August 29, 2006 and the Amendment to Articles of Incorporation of the Corporation, filed with the Department of State on December 16, 2013 (as so amended, the “**Articles**”).

THIRD: The Amended and Restated Articles of Incorporation set forth below were adopted by written consent of the Board of Directors on December 21, 2020, and also approved by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent in lieu of a meeting dated December 21, 2020, in the manner prescribed by Section 607.1003 of the Act.

FOURTH: These Amended and Restated Articles of Incorporation shall be effective as of December 31, 2020.

FOURTH: The Corporation’s Articles are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of the Corporation is Fischer International Systems Corporation.

ARTICLE II DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE III PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 9045 Strada Stell Court, Suite 201, Naples, FL 34109.

ARTICLE V CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred twenty million (120,000,000), consisting of (i) eighty million (80,000,000) shares of common stock, par value \$0.0001 per share (the "**Common Stock**") and (ii) forty million (40,000,000) shares of "blank check" preferred stock, par value \$0.0001 per share (the "**Preferred Stock**").

Effective as of 5:00 p.m., Eastern Standard Time, on the date these Amended and Restated Articles of Incorporation are filed with the Secretary of State of the State of Florida (the "**Effective Time**"), every 434,000 shares of the Common Stock issued and outstanding (the "**Old Common Stock**") shall, automatically and without any action on the part of the respective holder thereof, be combined, reclassified as and converted into one (1) share of Common Stock of the Corporation (the "**New Common Stock**"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the foregoing reclassification of shares of Old Common Stock. In lieu thereof, the holders of record of Old Common Stock shall be entitled to receive cash in an amount equal to \$0.00.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive \$0.00 in lieu of any fractional shares of New Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well

as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled pursuant to the immediately preceding paragraph.

Common Stock. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

Upon any liquidation, dissolution or winding-up (“**Liquidation**”) of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred

Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the “**Board**”) as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

- (i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (ii) the number of shares to constitute the class or series and the designations thereof;
- (iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established,

the annual amount thereof and the terms and provisions relative to the operation thereof;

- (vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;
- (vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VI SPECIAL MEETINGS

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VII INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board deems appropriate.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

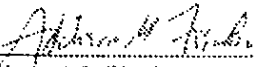
ARTICLE VIII REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the registered agent of the Corporation at that address is Corporation Service Company.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed these Third Amended and Restated Articles of Incorporation of Fischer International Systems Corporation, as of this 30th day of December, 2020.

FISCHER INTERNATIONAL SYSTEMS CORPORATION, a Florida corporation

By: 
.....
Addison M. Fischer
Secretary