

FS3417

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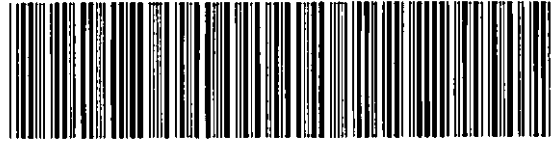
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 262615 8090789  
AUTHORIZATION :   
COST LIMIT : \$ 35.00

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ORDER DATE : December 19, 2022  
ORDER TIME : 9:46 AM  
ORDER NO. : 262615-005  
CUSTOMER NO: 8090789  
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DOMESTIC AMENDMENT FILING

NAME: FISCHER INTERNATIONAL SYSTEMS  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 29, 2022

CSC

**RESUBMIT**  
Please give original  
submission date as file date.

2023 JAN -6 PM 3 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

SUBJECT: FISCHER INTERNATIONAL SYSTEMS CORPORATION  
Ref. Number: F83417

We have received your document for FISCHER INTERNATIONAL SYSTEMS CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 722A00029067

**ARTICLES OF AMENDMENT**  
**TO THE**  
**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**FISCHER INTERNATIONAL SYSTEMS CORPORATION (the "Corporation")**  
**DOCUMENT # F83417**  
**DATED DECEMBER 19, 2022**

**FILED**  
2022 DEC 20 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

Pursuant to the Section 607.1006, Florida Statutes, this Florida Profit Corporation hereby adopts the following amendments to its Articles of Incorporation. These amendments were unanimously approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders was sufficient for approval:

1. Article IV, Principal Office and Mailing Address, is hereby deleted in its entirety and amended as follows:

The principal office and mailing address of the Corporation is 3520 Kraft Road, Suite 100, Naples, FL 34105.

2. Article V, Capital Stock, is hereby deleted in its entirety and amended as follows:

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

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, issued and undesignated shares of the Preferred Stock.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The effective date of these amendments shall be upon filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Third Amended and Restated Articles of Incorporation as of this 19<sup>th</sup> day of December, 2022.

Fischer International Systems Corporation

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