

F99000006214

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
13 FEB -4 PM 1:07
STATE
TALLAHASSEE FLORIDA

FFNC

2/4/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Genesis Realty Group, Inc.

Name of Corporation

DOCUMENT NUMBER: F99000006214

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lawrence Sands

Name of Contact Person

c/o InterCloud Systems

Firm/Company

2500 N. Military Tr, suite 275

Address

Boca Raton, Florida 33431

City/State and Zip Code

l.sands@InterCloudSys.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lawrence Sands

Name of Contact Person

at (561) 988-1988

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 16, 2013

LAWRENCE SANDS
2500 N. MILITARY TR.
SUITE 275
BOCA RATON, FL 33431

SUBJECT: GENESIS REALTY GROUP INC.
Ref. Number: F99000006214

We have received your document for GENESIS REALTY GROUP INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 313A00001275

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)

F99000006214

(Document number of corporation (if known))

FILED
13 FEB -4 PM 1:07
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

1. Genesis Realty Group, Inc.

(Name of corporation as it appears on the records of the Department of State)²¹

2. Delaware

(Incorporated under laws of)

3. 12/02/1999

(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? January 10, 2013

5. InterCloud Systems 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. 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.

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

Lawrence Sands

(Typed or printed name of person signing)

S.V.P. and Corp Secretary

(Title of person signing)

Delaware

PAGE 1

The First State

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 "GENESIS GROUP HOLDINGS, INC.", CHANGING ITS NAME FROM "GENESIS GROUP HOLDINGS, INC." TO "INTERCLOUD SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 2013, AT 12:04 O'CLOCK P.M.

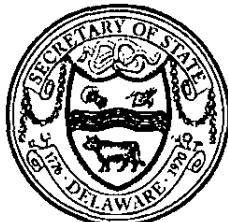
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

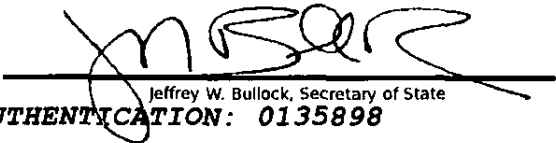
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE ELEVENTH DAY OF JANUARY, A.D. 2013, AT 12:01 O'CLOCK A.M.

3131825 8100

130033740

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0135898

DATE: 01-10-13

30 Minute Filing Memo

Agent Name: CSC - JAMES TEARL

Date: 01/10/2013

Agent Account#: 9000014

File#: 3131825

Entity Name: GENESIS GROUP HOLDINGS, INC.

SRV#: 130033740

File#: 5234756

Reservation #:

Document Type: Amendment

Method of Return: Email

Certified Copy(ies) 1

Status Certificate: # of status certs

Effective 12:01 am eastern January 11, 2013

Any other information:

In order to process a 30 minute filing, certain criteria must be met. Before submitting your filing, you must check off all of the listed criteria. If the criteria is not met, the 30 minute expedited fee will still be collected, however the 30 minute return time is not guaranteed. Please note that the 30 minute time frame stops if the document has to be suspended to Customer Service.

Please check off each of the following before submitting your document.

- ☒ The document is being submitted by an on-line registered agent.
- ☐ The document has been precleared with a clear letter. (no errors)
- ☐ The document that was precleared is the document being submitted.
- ☐ Memo has been noted stating that the document was precleared.
- ☐ All annual reports and franchise taxes have been paid in advanced.
- ☒ Entity is in good standing. (excluding Renewals)
- ☒ Document does not exceed 50 pages.
- ☒ Document type is acceptable as listed below.
(New Entity, Amendment, Restated, Merger with no more than 5 entities, Renewal, Conversion, Domestication, Cancellation, Dissolution, Change of Agent/Office or Resignation of Agent)
- ☒ Phone call to Cash Management or Filing Section making a live person aware that the 30 minute filing is being submitted. Debra Murray
- ☒ Filing is being submitted before 9:00 pm EST.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:04 PM 01/10/2013
FILED 12:04 PM 01/10/2013
SRV 130033740 - 3131825 FILE

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
GENESIS GROUP HOLDINGS, INC.**

Genesis Group Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, (the "**Corporation**") does hereby certify as follows:

FIRST: The name of this corporation is Genesis Group Holdings, Inc.

SECOND: The date of filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was November 24, 1999 (as i - RealtyAuction.com, Inc.) and which has been amended from time to time (as amended to date, the "**Certificate of Incorporation**").

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend the Certificate of Incorporation as follows:

- A. Article First of the Certificate of Incorporation is hereby deleted and replaced with the following:

"The name of this corporation is InterCloud Systems, Inc."

- B. Article Fourth of the Certificate of Incorporation is hereby amended to provide that:

Effective as of 12:01 am eastern time on January 11, 2013, a 1 for 125 reverse split of the outstanding Common Stock of the Corporation shall occur pursuant to which (i) each 125 shares of outstanding Common Stock of the Corporation shall be converted into 1 share of Common Stock (the "Reverse Split"). The Reverse Split shall not affect the number of authorized shares of Common Stock or Preferred Stock of the Corporation or the par value per share of the Common Stock or Preferred Stock, such that immediately after the Reverse Split the total number of shares of all classes of capital stock that the Corporation is authorized to issue will be 550,000,000, of which 500,000,000 shall be Common Stock having a par value per share of \$0.0001 and of which 50,000,000 shall be Preferred Stock having a par value per share of \$0.0001. Fractional shares of Common Stock will not be issued as a result of the Reverse Split, but instead, the Corporation will pay each holder of a fractional interest (after aggregating all fractional interests of such holder) an amount in cash equal to the value of such remaining fractional interest upon the surrender to the Corporation's transfer agent of certificates representing such shares. The cash payment will be equal to the fraction to which the stockholder otherwise would be entitled, multiplied by the average closing sale prices of old shares (as adjusted to reflect the Reverse Split) for the 20 trading days immediately before the Effective Date, as reported by the OTC-BB (or such other exchange or trading system on which the Common Stock is then traded). If such price or prices are not available, the fractional share payments will be based on the average of the last bid and ask prices of old shares for such days, in each case as officially reported by the OTC-BB (or such other

exchange or trading system on which the Common Stock is then traded), or other such process as determined by the Board of Directors. The ownership of a fractional share will not give the holder thereof any voting, dividend, or other rights except to receive payment therefore described herein. Except as set forth above in this paragraph, Article Fourth of the Certificate of Incorporation remains in full force and effect.

- C. The Certificate of Incorporation is hereby amended to add a new Article Eighth which reads as follows:

EIGHTH: After June 30, 2014, stockholders shall not be entitled to act by written consent (including electronic transmission) and no action shall be taken by stockholders of the Corporation except at an annual or special meeting of stockholders.

- D. The Certificate of Incorporation is hereby amended to add a new Article Ninth which reads as follows:

NINTH: Special meetings of stockholders may only be called by the Corporation's board of directors, the Chairman of the board of directors, the President or the Chief Executive Officer.

- E. The Certificate of Incorporation is hereby amended to add a new Article Tenth which reads as follows:

TENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders; (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law; and (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this paragraph.

- F. The Certificate of Incorporation is hereby amended to add a new Article Eleventh which reads as follows:

ELEVENTH: The directors of the Corporation shall be divided into three classes designated as Class I, Class II and Class III, respectively. Directors shall initially be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the filing date of this Certificate of Amendment (the "**Filing Date**"), the term of office of the Class I directors shall expire and the Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the Filing Date, the term of office of the Class II directors shall expire

and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the *Filing Date*, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting. Notwithstanding the foregoing, each director shall serve until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director.

- G. Article Fifth of the Certificate of Incorporation is hereby deleted and replaced with the following:

"The liability of a director of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the Delaware General Corporation Law, as so amended. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives. The Corporation is authorized to provide by bylaw, agreement or otherwise for indemnification of directors, officers, employees and agents for breach of duty to the Corporation and its stockholders in excess of the indemnification otherwise permitted by applicable law. Any repeal of this paragraph shall be prospective and shall not affect the rights under this paragraph in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification"

- H. The Certificate of Incorporation is hereby amended to add a new Article Twelfth which reads as follows:

TWELFTH: Notwithstanding any other provisions of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders any of any particular class or series of the Corporation's capital stock required by law or by the Certificate of Incorporation, as amended from time to time, or any certificate of designation with respect to a series of Preferred Stock, any amendment or repeal of the provisions of paragraphs C-I of this article THIRD of this Certificate of Amendment shall require the affirmative vote of the holders of at least two-thirds of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally at an election of directors, voting together as a single class.

- I. The Certificate of Incorporation is hereby amended to add a new Article Thirteenth which reads as follows:

THIRTEENTH: The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation as in effect from time to time. The stockholders also have the power to adopt, amend or repeal the Bylaws of the Corporation as in effect from time to time, subject to any restrictions that may be set forth in the Certificate of Incorporation as amended from time to time (including by any certificate of designation); provided, however, that, in addition to any vote of the holders of any class or series of capital stock of the Corporation required by law or the Certificate of Incorporation, the affirmative vote of the holders of at least two-thirds of the voting power of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally at an election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal any provision of the Bylaws of the Corporation.

FOURTH: This Certificate of Amendment has been duly adopted and approved by the Board of Directors.

FIFTH: This Certificate of Amendment has been duly adopted in accordance with section 242 of the DGCL. The effective time of the amendments herein certified shall be 12:01 am eastern time on January 11, 2013.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Genesis Group Holdings, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer on January 10, 2013.

GENESIS GROUP HOLDINGS, INC.

By: /s/ Mark Munro
Name: Mark Munro
Title: Chief Executive Officer