

H-12404

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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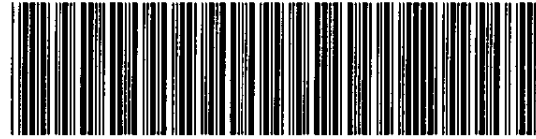
(Business Entity Name)

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SECOND FLOOR OF STATE  
TALLAHASSEE, FLORIDA

FEB 16 2012  
C. MUSTAIN

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Modus Operandi, Inc.

**DOCUMENT NUMBER:** H12404

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles J. Keuthan, Jr.  
Name of Contact Person  
Modus Operandi, Inc.  
Firm/ Company  
709 S. Harbor City Blvd., Suite 400  
Address  
Melbourne, FL 32901-1936  
City/ State and Zip Code

ckeuthan@modusoperandi.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles J. Keuthan, Jr. at ( 321 ) 473-1441  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

Modus Operandi, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

H12404

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A, Florida N/A  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

**E. If amending or adding additional Articles, enter change(s) here:**  
*( attach additional sheets, if necessary). (Be specific)*

"Article IV - Capital Stock" has been deleted in its entirety and replaced.  
See attached sheets.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

N/A

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MODUS OPERANDI, INC.**

These Articles of Amendment are made to the Articles of Incorporation of Modus Operandi, Inc., a Florida corporation.

**ARTICLE I**

The name of this corporation is Modus Operandi, Inc.

**ARTICLE II**

The Articles of Incorporation of the corporation are amended to delete Article IV - CAPITAL STOCK, in its entirety and replacing it with the following:

**ARTICLE IV – CAPITAL STOCK**

A. The maximum number of shares of Class A Voting Common Stock which this corporation is authorized to have outstanding at any time is three million four hundred thousand (3,400,000) shares with a par value of \$0.0025 per share.

B. The maximum number of shares of Class B Non-Voting Common Stock which this corporation is authorized to have outstanding at any time is three million two hundred thousand (3,200,000) shares at a par value of \$0.0025 per share.

C. The holders of record of Class A Voting Common Stock shall be entitled to vote on all issues that come before the shareholders. The holders of record of Class B Non-Voting Common Stock shall have all of the preferences, limitations and relative rights of Class A Voting Common Stock except for voting rights.

D. The approval of holders of Class A Voting Common Stock must be obtained prior to the issuance of any additional shares of Class A Common Stock, whether from treasury shares or authorized but unissued shares, excluding shares issued pursuant to the exercise of options which have been granted prior to February 1, 2012.

**ARTICLE III**

These Articles of Amendment were adopted on February 1, 2012.

**ARTICLE IV**

The amendments contained in these Articles of Amendment were approved by the shareholders of the Corporation and the number of votes cast for the amendments by the shareholders was sufficient for approval. There was a single voting group entitled to vote on these amendments.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment this 7<sup>th</sup> day of February, 2012.

A handwritten signature in black ink, appearing to be "Peter B. Dyson", written over a horizontal line.

Peter B. Dyson, Chief Executive Officer

The date of each amendment(s) adoption: February 1, 2012

Effective date if applicable: February 7, 2012  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_.”  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 2/9/2012

Signature Chy K-y  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Charles J. Keuthan, Jr.

(Typed or printed name of person signing)

Secretary

(Title of person signing)