

PO2000111911

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

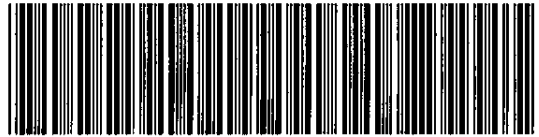
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend
C.COULLIETTE

NOV 24 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Vertical IT Solutions Incorporated

DOCUMENT NUMBER: P02000111911

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

Please return all correspondence concerning this matter to the following:

Andrew Cohen
Name of Contact Person

Vertical IT Solutions Incorporated
Firm/ Company

6700 Lakeview Center Drive, Suite 130
Address

Tampa, FL 33619
City/ State and Zip Code

andrewc@verticalit.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy Cohen at (813) 259-1300
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

Vertical IT Solutions Incorporated

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

P02000111911

(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:

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**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

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:

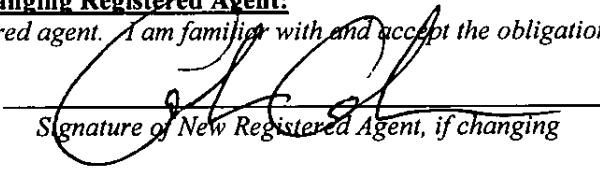
Name of New Registered Agent: Andrew Cohen

New Registered Office Address: 6700 Lakeview Center Dr, Suite 130
(Florida street address)

Tampa, Florida 33619
(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
VP	John Riesenburger	6700 Lakeview Center Dr Suite 130 Tampa, FL 33619	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
VT	Wendy Cohen	6700 Lakeview Center Dr Suite 130 Tampa, FL 33619	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<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)

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)

The date of each amendment(s) adoption: 11/17/2009 (agent) & 5/22/09 (officer)
(date of adoption is required)

Effective date if applicable: _____
(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 11/18/09

Signature 

(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)

Andrew Cohen

(Typed or printed name of person signing)

President

(Title of person signing)

VERTICAL IT SOLUTIONS INCORPORATED

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, constituting all the directors of **VERTICAL IT SOLUTIONS INCORPORATED** (the "*Company*"), consent to the actions specified below and adopt the following resolutions by written consent without a meeting, pursuant to section 607.0821 of the Florida Business Corporation Act:

**CHANGE OF REGISTERED OFFICE
AND/OR REGISTERED AGENT**

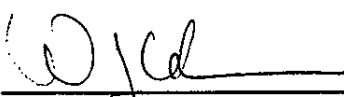
RESOLVED, that Andrew S. Cohen be substituted for John C. Riesenburger as the Company's registered agent; and

FURTHER RESOLVED, that the President or any Vice President of the Company is authorized, in the name and on behalf of the Company, (a) to execute and file with the Florida Department of State a Statement of Change of Registered Office or Registered Agent or Both for Corporations, to effectuate the foregoing change in the Company's registered agent, and (b) to execute all other documents, agreements, and instruments, pay all necessary costs and expenses, and do all such other acts and things, as he or she considers necessary or appropriate to accept, ratify, approve, or give effect to the change of the Company's registered agent and office authorized by the preceding resolutions and to carry out the intent and purposes of those resolutions.

This Consent will be effective as of November 17, 2009, when it is executed by all the directors of the Company.



Andrew Cohen



Wendy Cohen

VERTICAL IT SOLUTIONS INCORPORATED

CONSENT OF SOLE DIRECTOR AND SHAREHOLDER

The undersigned, constituting the sole director and shareholder of **VERTICAL IT SOLUTIONS INCORPORATED** (the "*Company*"), consent to the actions specified below and adopt the following resolutions by written consent without a meeting, pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

DIRECTORS

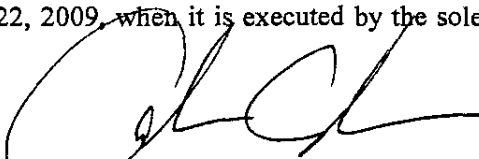
RESOLVED, that the Company accepts the resignation of John Riesenburger as an officer, director and employee of the Company, as of May 22, 2009; and

FURTHER RESOLVED, that Wendy Cohen is elected as a director of the Company to fill the vacancy caused by the resignation of John Riesenburger, and Mrs. Cohen shall serve in such capacity until the next annual meeting of shareholders or until her earlier death, resignation, or removal from office.

APPOINTMENT OF OFFICERS

RESOLVED, that Wendy Cohen is appointed to the offices of Treasurer and Vice President, to serve until the next annual meeting of directors or until the earlier of her death, resignation, or removal from office:

This Consent will be effective as of May 22, 2009, when it is executed by the sole director and shareholder of the Company.



Andrew Cohen, as sole director and shareholder