

P02000125796

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000095124500

Amend

03/29/07--01034--016 **35.00

FILED
2007 MAR 29 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
4/2/07

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LABOCK TECHNOLOGIES, INC
(Name of Corporation)

DOCUMENT NUMBER: P02000125796

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN M. QUARANTA, ESQ.
(Name of Contact Person)

LABOCK TECHNOLOGIES, INC.
(Firm/Company)

1600 NORTH PARK DRIVE
(Address)

WESTON, FLORIDA 33326
(City/State and Zip Code)

For further information concerning this matter, please call:

JOHN M. QUA at (954) 335.3535
(Name of Contact Person) (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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2007 MAR 29 PM 4:46

LABOCK TECHNOLOGIES, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

702000125796

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

PLEASE SEE ATTACHED

(Attach additional pages if necessary)

If an amendment provides for 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)

PLEASE SEE ATTACHED

(continued)

The date of each amendment(s) adoption: 3/28/07

Effective date if applicable: 3/28/07
(no more than 90 days after amendment file date)

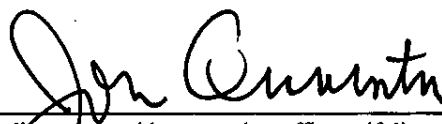
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved 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.

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)

JOHN QUARANTA

(Typed or printed name of person signing)

GENERAL COUNSEL AND SECRETARY

(Title of person signing)

FILING FEE: \$35

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,
RELATIVE RIGHTS AND OTHER DISTINGUISHING CHARACTERISTICS
OF
THE SERIES D PREFERRED STOCK
OF
LABOCK TECHNOLOGIES, INC.**

Labock Technologies, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify that:

Pursuant to the authority vested in the Board of Directors of the Corporation (the "Board") in accordance with the provisions of its Articles of Incorporation (the "Articles of Incorporation") originally filed with the Secretary of State of the State of Florida on November 26, 2002 and subsequently amended and restated on February 23, 2004, the Board, on March 28, 2007 duly adopted the following resolution creating a series of preferred stock designated as Series D Preferred Stock.

WHEREAS, Article V (five) of the Articles of Incorporation presently authorizes the Corporation to issue up to seventy million (70,000,000) shares of the Corporation's capital stock, consisting of fifty million (50,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock") and ten million (10,000,000) shares of preferred stock, par value \$0.001 per share, (the "Preferred Stock"), in any class or series if so determined from time to time by the Board; and

WHEREAS, the Board is authorized by the Articles of Incorporation and by the Florida Business Corporations Act (the "Florida Law") to issue, to determine and to fix the rights, preferences, privileges and restrictions of one or more series of Preferred Stock of the Corporation, and the Board has determined to establish the number of shares constituting that series and to designate such series.

NOW THEREFORE, BE IT

RESOLVED, that the Board, pursuant to the authority expressly vested in it as aforesaid, hereby certifies, fixes and determines the designation of the number of shares constituting, and the rights, preferences, privileges and restrictions relating to a new series of Preferred Stock, as follows:

1. Designation.

Three hundred thousand (300,000) shares of the authorized shares of the Preferred Stock are hereby designated "Series D Preferred Stock" (the "Series D Preferred").

2. Dividend Rights.

Series D Preferred shall be entitled to dividends, when, as and if declared by the Board, but only out of funds that are legally available therefore. No cash dividends may be declared on one or more classes or series of Common and/or Preferred Stock unless or until a

like dividend in an amount equal to the dividend has been declared on the Series D Preferred (dividends shall be compared on a Common Stock equivalent basis). Such dividends may be paid (to the extent permissible under the Florida Law) to the Series D Preferred holders in cash, or, as available, in non-cash distributions in whatever form as may be determined by the Board. Dividends payable hereunder shall be cumulative and shall be due and payable during each calendar quarter in arrears.

3. Voting Rights.

The holders of shares of Series D Preferred shall have the following voting rights:

- (a) Each share of Series D Preferred shall entitle the holder thereof to one vote; and
- (b) The holders of shares of Series D Preferred, the holders of Common Stock, and the holders of shares of any other capital stock of the Corporation having general voting rights, shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

4. Liquidation Rights.

Upon any dissolution, liquidation and winding up of the Corporation, except as otherwise may be specifically required under the Florida Law, Series D Preferred shall be entitled to the same liquidation rights as those of the Common Stock shares.

5. Conversion Rights.

The holders of the Series D Preferred shall have the following rights with respect to the conversion of the Series D Preferred into shares of Common Stock (the "Conversion Rights"):

- (a) *Optional Conversion; Mandatory Conversion.* Each holder of the Series D Preferred shall have the right to convert the Series D Preferred shares, at such holder's option, at any time, into shares of Common Stock of the Corporation at the conversion rate of one (1) share of Common Stock for each share of Series D Preferred. If the Corporation completes a firm underwritten initial public offering of its securities pursuant to a registration statement filed by the Corporation under the Securities Act of 1933 ("IPO"), any outstanding Series D Preferred shall automatically be converted into Common Stock immediately prior to such event at the rate set forth in this section, and the Corporation shall deliver certificates for such shares of Common Stock within five business days thereof. The Series D Preferred may not be combined or subdivided into a smaller or larger number of shares of Series D Preferred. The number of shares of Common Stock issued pursuant to the foregoing shall be adjusted (up or down) immediately prior to the effective date of the registration statement to be filed for the IPO so that the number of shares of Common Stock issuable upon conversion shall be equal to 4% of the total number of shares issued and outstanding, or issuable for any reason in the future, including but not limited to employee stock options, shares issued or then issuable upon conversion of convertible notes, or shares issued or issuable for any exchange or rescission offer, whether or not the conversion price or strike price of any convertible securities, options or warrants is equal

to, above, or below the then current fair market value of the Common Stock. The certificate, if any, for the positive difference between the initial number of shares of Common Stock issuable pursuant to this section and the number of additional shares, if any, due pursuant to the preceding sentence shall be delivered within five business days following the closing date of the IPO.

(b) *Mechanics of Conversion.* Upon conversion of the Series D Preferred into shares of Common Stock pursuant to Section 5(a), the holder shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation, and shall give written notice to the Corporation at such office that such holder elects to convert the same, which must occur prior to the IPO. Such notice shall state the number of shares of Series D Preferred being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash (at the Common Stock's fair market value determined by the Board of Directors as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Series D Preferred. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series D Preferred to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

(c) *No Adjustments for Stock Splits or Combinations.* If the Corporation shall at any time or from time to time after the date that the first share of Series D Preferred is issued (the "Original Issue Date") effect a subdivision of the outstanding Common Stock, the Series D Preferred conversion rate in effect immediately before that subdivision shall not be adjusted. If the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares, the Series D Preferred conversion rate in effect immediately before the combination shall not be adjusted.

(d) *Adjustment for Common Stock Dividends and Distributions.* If the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event each share of the Series D Preferred shall be entitled to receive such dividend or distribution in an amount per share equal to the amount per share of Common Stock issuable upon conversion of the Series D Preferred.

(e) *Adjustment for Reclassification, Exchange and Substitution.* In case of any reclassification, capital reorganization or other change of outstanding shares of Common Stock, or in case of any consolidation or merger of the Company with or into another corporation (other than a merger with a subsidiary in which merger the Company is the continuing corporation and which does not result in any reclassification, capital reorganization or other change of outstanding shares of Common Stock of the class issuable upon conversion) or in case of any sale, lease or conveyance to another corporation of the property of the Company as an entirety, the Company shall, as a condition precedent to such transaction, cause effective provisions to be made so that the holder of the Series D Preferred shall have the right thereafter by converting the Series D Preferred, to purchase the kind and amount of shares of stock and other securities and property receivable upon such reclassification, capital reorganization and

other change, consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock which might have been obtained upon conversion of the Series D Preferred immediately prior to such reclassification, change, consolidation, merger, sale or conveyance. The foregoing provisions of this section shall similarly apply to successive reclassifications, capital reorganizations and changes of shares of Common Stock and to successive consolidations, mergers, sales or conveyances.

(f) *Fractional Shares.* No fractional shares of Common Stock shall be issued upon conversion of Series D Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series D Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board) on the date of conversion.

(g) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series D Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series D Preferred.

(h) *Notices.* Any notice required by the provisions of this Section 5 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex, e-mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(i) *Payment of Taxes.* The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series D Preferred, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series D Preferred so converted were registered.

6. Redemption. Shares of the Series D Preferred shall be non-redeemable.


7. No Reissuance of Series D Preferred. No shares of Series D Preferred acquired by the Corporation by reason of purchase, conversion or otherwise may be reissued.

8. Rank. With respect to the payment of dividends, Series D Preferred shall rank equal to the Common Stock of the Corporation, subject to Section 2.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations, Preferences and Relative Rights and Other Distinguishing Characteristics of the Series D Preferred of the Corporation to be executed by its duly authorized officer, on this 28th day of March, 2007.

LABOCK TECHNOLOGIES, INC.


A handwritten signature in black ink, appearing to read "John M. Quaranta", is written over a horizontal line.

John M. Quaranta, Corporate Secretary