

PD3000064934

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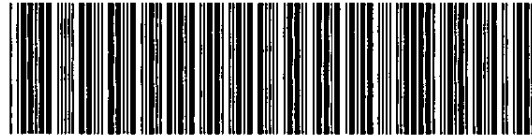
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

NOV 29 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DeTect, Inc.

DOCUMENT NUMBER: P03000064934

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

Please return all correspondence concerning this matter to the following:

Andrew B. Levy, Esq.

Name of Contact Person

Harrison Sale McCloy

Firm/ Company

304 Magnolia Ave

Address

Panama City, FL 32401

City/ State and Zip Code

gary.andrews@detect-inc.com

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

For further information concerning this matter, please call:

Andrew B. Levy at (850) 769-3434

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:

☐ \$35 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
DETECT, INC.

FILED
2012 NOV 28 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES A REDEEMABLE PREFERRED STOCK**

The undersigned President of **DeTect, Inc.** (the "Corporation"), a company organized and existing under the laws of the State of Florida, in accordance with the applicable provisions of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment in order to create a new class of preferred stock designated as Series A Redeemable Preferred Stock (the "Series A Preferred Stock") and, in connection therewith the Corporation shall be authorized to issue three hundred (300) shares of Series A Preferred Stock, which shall have the following terms, designations, preferences and privileges, and other special rights and qualifications, limitations and restrictions:

1. **Ranking.** The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, dissolution or winding up of the Corporation, rank senior to the Common Stock, and any other classes or series of equity securities of the Corporation subsequently issued on a parity with or senior to the Series A Preferred Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation. The relative rights and preferences of the Series A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of Preferred Stock and equity securities of the Corporation designated by the Board of Directors from time to time.

2. **Dividends.** Subject to the rights of any other series or class of preferred stock that may from time to time come into existence which rank senior to or on parity with the Series A Preferred Stock, the holders of Series A Preferred Stock shall be entitled to receive, a cumulative dividend payable out of funds legally available therefor annually on each share of Series A Preferred Stock, calculated at a rate of ten percent (10%) of the original stated value of any outstanding share of Series A Preferred Stock. The dividends shall be paid annually in arrears on the 15th day of April. So long as any shares of Series A Preferred Stock are outstanding, no dividend may be declared or paid or set aside for payment or other distribution declared or made upon the Common Stock (other than dividends payable solely in shares of Common Stock), unless full dividends on all outstanding shares of Series A Preferred Stock for the most recently

completed calendar year have been or are contemporaneously declared and paid. Dividends that are payable on the Series A Preferred Stock shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Each declared dividend shall be payable to holders of record as they appear on the close of business on the stock books of the Corporation on the 15th calendar day preceding the dividend payment date therefor.

3. Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Series A Preferred Stock shall have no voting rights. However, as long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of a majority of the holders of Series A Preferred Stock then outstanding, (a) alter or change adversely the powers, preferences, or rights given to the Series A Preferred Stock or alter or amend this Certificate of Designation, (b) authorize or create any class of stock ranking as to dividends, redemption or distribution of assets upon Liquidation senior to, or otherwise on parity with, the Series A Preferred Stock, (c) amend its Articles of Incorporation or other charter documents in any manner that adversely affects any rights of the holders of Series A Preferred Stock, (d) increase the number of authorized shares of preferred stock, or (e) enter into any agreement with respect to any of the foregoing.

4. Redemption Rights. The shares of Series A Preferred Stock shall be redeemed by the Corporation upon notice from the holder of such Series A Preferred Stock at such holder's option in whole or in part from time to time at an amount equal to the product of (x) two, times (y) the sum of (1) the amount of \$1,000 per share (the "Liquidation Amount"), and (2) the amount of any declared and unpaid dividends on each such share (such amounts collectively, the "Liquidation Preference"). A holder of Series A Preferred Stock shall give written notice of each redemption of the Series A Preferred Stock or any portion thereof to the Corporation by reputable overnight courier not less than one hundred eighty (180) days prior to the desired date of redemption (the "Redemption Date"), which notice shall specify the amount thereof so to be redeemed and the Redemption Date. Upon receipt of notice of redemption being provided as herein described, the Corporation shall redeem on the Redemption Date, the amount of Series A Preferred Stock or portion thereof as the case may be, so to be redeemed, as specified in such written notice.

5. Liquidation Preference.

(a) *Voluntary or Involuntary Liquidation.* In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Series A Preferred Stock shall be entitled to receive for each such share, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to shareholders of the Corporation, subject to the rights of any creditors of the Corporation, and the preferences for any equity securities subsequently issued senior to or on a parity with the Series

A Preferred Stock, and before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to the Series A Preferred Stock as to such distribution, payment in full in an amount equal to the Liquidation Preference.

(b) *Partial Payment.* If in any distribution described in Section 5(a) above, the assets of the Corporation or proceeds thereof are not sufficient to pay in full amounts payable with respect to all outstanding shares of Series A Preferred Stock and the corresponding amounts payable with respect to any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distribution, holders of Series A Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) *Residual Distributions.* If the Liquidation Preference has been paid in full to all holders of Series A Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distributions has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

6. Change in Control. Upon a Change in Control, shares of Series A Preferred Stock will be redeemed by the Corporation for an amount equal to the Liquidation Preference per shares. For purposes hereof, a "Change in Control" means: (a) a transaction or series of related transactions (including a merger, consolidation, recapitalization or reorganization), the result of which is that Corporation shareholders immediately prior to the transaction are (are giving effect to such transaction) no longer, in the aggregate, the "beneficial owners" (as defined in the Securities Exchange Act of 1934, as amended), directly or indirectly, through one or more intermediaries of more than 50% of the voting power of the outstanding voting securities of the Corporation, or the surviving or acquiring entity; or (b) a sale by the Corporation of all or substantially all of its assets, other than in connection with a plan of liquidation or dissolution.

7. Preemptive Rights. The holders of Series A Preferred Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of the Corporation.

8. Certain Events. If any event occurs as to which in the sole discretion of the Board of Directors of the Corporation the other provisions of this Article would not protect the rights of the Series A Preferred Stock in accordance with the essential intent and principles of this Article,

then such Board of Directors shall make an adjustment in the application of such provisions, in accordance with such essential intent and principles, as determined by the Board of Directors, so as to protect such rights as aforesaid.

9. Waiver. Holders of fifty-one percent (51%) of the outstanding shares of Series A Preferred Stock, voting as a single class, may elect to waive any provision of these Articles of Amendment, and the affirmative vote of such percentage with respect to any proposed waiver of any provisions contained herein shall bind all holders of Series A Preferred Stock.

CERTIFICATE

CEO WJ
The undersigned, being the duly elected ~~President~~ of DeTect, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the shareholders of the Corporation on July 13, 2012 based on the number of votes being cast being sufficient for approval and continue in full force and effect as of the date of this Certificate without alteration or modification.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective Jan 15, 2012.



DETECT, INC.

By:

Gary W. Andrews II
Gary W. Andrews II, ~~President~~ *CEO*