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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 CYCLOPS TECHNOLOGIES, INC.**

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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DEC 19 2016

T. LEMUEUX

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CYCLOPS TECHNOLOGIES, INC.
ESTABLISHING A SERIES OF SHARES PURSUANT
TO FLORIDA STATUTES 607.0602

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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

To: The Department of State of the State of Florida:

Pursuant to the provisions of Chapter 607.0602, Florida Statutes, the undersigned Corporation hereby submits the following information relating to the adoption by all of the Directors of the Corporation of a series of preferred shares and the establishment of the relative rights and preferences thereof:

1. The name of the Corporation is:

CYCLOPS TECHNOLOGIES, INC.,
a Florida corporation (the "Corporation").

2. The Certificate of Designation of Series A Preferred Stock of Cyclops Technologies, Inc. ("Certificate of Designation"), is attached hereto and incorporated herein by reference.

3. This Amendment and the Certificate of Designation was duly adopted by unanimous consent of the Board of Directors of the Corporation effective on December 12, 2016.

CYCLOPS TECHNOLOGIES, INC.,
a Florida corporation

By: _____

John Chigos
President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 16 day of December, 2016, by JOHN CHIGOS, as President of CYCLOPS TECHNOLOGIES, INC., a Florida corporation, on behalf of said corporation, who is personally known to me.



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Notary Public

Print Name: Keith Sadlowski

My Commission Expires: Sept 21, 2019

CYCLOPS TECHNOLOGIES, INC.

CERTIFICATE OF DESIGNATION

SERIES A PREFERRED STOCK

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article IV of the Corporation's Articles of Incorporation as filed with the Florida Department of State, and pursuant to the provisions of Chapter 607, Florida Statutes and as approved by a majority of shares of the Corporation's outstanding voting capital stock, a series of Preferred Stock of the Corporation be, and it hereby is, created out of the authorized but unissued shares of the capital stock of the Corporation, such series to be designated Series A Preferred Stock (the "Series A Preferred Stock"), to consist of 3,000,000 shares, par value \$.001 per share, of which the preferences and relative and other rights, and the qualifications, limitations or restrictions thereof, shall be (in addition to those set forth in the Corporation's Articles of Incorporation) as follows:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified.

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of the Corporation's presently authorized class of Common Stock, par value \$.0001 per share, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

Effective Date. The term "Effective Date" shall mean the effective date of the filing of this Certificate of Designation with the State of Florida.

Initial Preference. The term "Initial Preference" shall mean an amount distributed to the holders of the Series A Preferred Stock equal to the number of shares of Series A Preferred Stock issued (up to 3,000,000) multiplied by \$.001 per share (or such amount as paid for a share of Series A Preferred Stock) being allocated to the Series A Preferred Stock before payment for any Common Stock as provided in Section 3.

Issue Date. The term "Issue Date" shall mean, as to any share of Series A Preferred Stock, the date such share is issued by the Corporation to any holder thereof.

Series A Preferred Stock. The term "Series A Preferred Stock" when used herein shall mean the Series A Preferred Stock authorized herein.

Subscription Price. The term "Subscription Price" shall mean \$.001 (or such other amounts as paid by investors for each share of Series A Preferred Stock) per share.

2. Dividends. The holders of shares of Series A Preferred Stock shall not be entitled to the payment of any dividends or distributions.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Common Stock, the holders of the Series A Preferred Stock shall be entitled to be paid, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock, the Subscription Price per share with respect to all outstanding Series A Preferred Stock owned by them (referred to as the Initial Preference) from the assets of the Corporation legally available for distribution. If such distribution involves assets other than cash, the board of directors shall make a good faith determination of the value of the assets to be distributed to the holders of the Series A Preferred Stock. If such distribution involves cash and other property, the Series A Preferred Stockholder shall be entitled to receive a priority distribution of cash equal to the Initial Preference prior to the distribution of cash to any holders of Common Stock.

4. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following rights:

a. Number of Votes. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to One Hundred (100) votes for each share of Series A Preferred Stock held at the record date for the determination of shareholders entitled to vote at each meeting of the shareholders of the Company (and written actions of shareholders in lieu of meetings) with respect to the election, appointment or removal of directors.

b. Adverse Effects. The Corporation shall not amend, alter or repeat the preferences, rights, powers or other terms of the Series A Preferred Stock so as to affect adversely the Series A Preferred Stock or the holders thereof without the written consent or affirmative vote of the holders of at least a majority of the outstanding Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

5. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this Certificate of Designation.

6. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.

7. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein. The provisions herein shall be literally construed for the benefit of the Series A Preferred Stockholder.

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