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**ARTS AND AMEND**

**1. CYCLOPS TECHNOLOGIES, INC**

(CORPORATE NAME AND DOCUMENT #)

**2.**  
(CORPORATE NAME AND DOCUMENT #)

**3.**  
(CORPORATE NAME AND DOCUMENT #)

**4.**  
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**5.**  
(CORPORATE NAME AND DOCUMENT #)

**6.**  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

## ARTICLES OF AMENDMENT

TO

2022 OCT 10 AM 9:57

## ARTICLES OF INCORPORATION AND CERTIFICATE OF DESIGNATION

OF

### CYCLOPS TECHNOLOGIES, INC.

The undersigned, being the Chief Executive Officer of CYCLOPS TECHNOLOGIES, INC., a Florida corporation (the "**Corporation**"), does hereby certify that the Articles of Amendment provided for herein were adopted by an Action by the Written Consent of the Shareholders effective as of October 4, 2022, and unanimous written consent of the members of the Corporation's Board of Directors effective September 1, 2022, and the number of votes cast in favor of the Articles of Amendment was sufficient to approve these Articles of Amendment. Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the Corporation, dated August 12, 2004, as amended (the "**Articles of Incorporation**"), and the Certificate of Designation to the Articles of Incorporation, dated December 12, 2016 (the "**Certificate of Designation**"), are hereby amended as follows:

FIRST: Upon the filing and effectiveness of these Articles of Amendment, each ten (10) shares of Common Stock, par value \$0.0001 per share, issued and outstanding immediately prior to the filing of these Articles of Amendment shall be combined and reclassified into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.0001 per share. The Corporation shall not issue fractional shares on account of the foregoing reverse stock split, and in lieu thereof, the Corporation shall round up to the nearest whole share number on a post-split basis.

SECOND: Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

### ARTICLE V – CAPITALIZATION

This Corporation shall be authorized to issue a total of Two Hundred Million (200,000,000) shares of two classes of capital stock to be designated as, respectively, preferred stock ("**Preferred Stock**") and common stock ("**Common Stock**"). The total number of shares of Preferred Stock the Corporation shall have authority to issue is Fifty Million (50,000,000), \$.001 par value per share, and the total number of shares of Common Stock the Corporation shall have authority to issue is One Hundred Fifty Million (150,000,000), \$.0001 par value per share. The Preferred Stock authorized by these Articles of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings or other actions of the shareholders of the Corporation.

THIRD: Section 4(a) of the Certificate of Designation is hereby deleted in its entirety and replaced with the following:

“a. Number of Votes. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to Fifty (50) 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.”

FOURTH: All other provisions of the Corporation's Articles of Incorporation and Certificate of Designation remain in full force and effect.

*[SIGNATURE ON FOLLOWING PAGE]*

**IN WITNESS WHEREOF**, the undersigned, as Chief Executive Officer of the Corporation, has caused these Articles of Amendment to the Articles of Incorporation and Certificate of Designation to be executed and attested to as of this 4<sup>th</sup> day of October, 2022, for the purpose of amending the Corporation's Articles of Incorporation under Section 607.1006, Florida Statutes, hereby certifies that the facts herein stated are true and correct, and were approved by the votes of the shareholders owning a majority of the shares entitled to vote and the vote was sufficient to carry the motion.

**CYCLOPS TECHNOLOGIES, INC.**

*Marc Lee*

By: \_\_\_\_\_

Name: Marc Lee

Title: Chief Executive Officer