

PD5000098396

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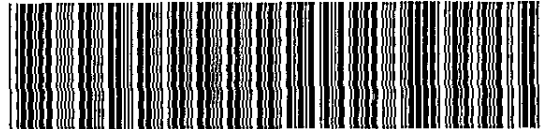
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend on 4-12-06 *Lachal He

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Socratic Solutions, Inc.

DOCUMENT NUMBER: P05000098396

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

Please return all correspondence concerning this matter to the following:

Kirsten Fisch
(Name of Contact Person)

Socratic Solutions, Inc.
(Firm/ Company)

80 SW Eighth Street, #2910
(Address)

Miami, FL 33130
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kirsten Fisch at (305) 4704-3200
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

Socratic Solutions, Inc.

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

PO5000098396

(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 "P.A.")
(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 Ammended
articles.

(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)

(continued)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF SOCRATIC SOLUTIONS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of SOCRATIC SOLUTIONS, INC. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 13, 2005, Document No. P05000098396.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation on December 2, 2005. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Socratic Solutions, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

80 SW Eighth Street
Suite 2910
Miami, FL 33130

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ALLAHASSEE, FLORIDA

ARTICLE V CAPITAL STOCK

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty-five Million (25,000,000) shares, of which:

(i) Twenty Million (20,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Five Million (5,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 3812 Bayside Court, Miami, Florida 33133. The name of the Corporation's registered agent at that office is: Kirsten Fisch.

ARTICLE VII INITIAL DIRECTORS

The Corporation shall have one (1) to seven (7) directors as determined by the board of directors.

ARTICLE VIII AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

THIRD: The foregoing amendments were adopted by all of the Directors of the Common stock of the Corporation pursuant to sections 607.0821 and 607.1003 of the Florida Business Corporation Act on December 2, 2005. There are no shares of capital stock outstanding on the date hereof; therefore, no shareholder approval is required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of December, 2005.


Kirsten Fisch, Chief Executive Officer

The date of each amendment(s) adoption: ~~December~~ January 1, 2006

Effective date if applicable: _____
(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

Kirsten Fisch
(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)

Kirsten Fisch
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35