

**POL 000075407**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

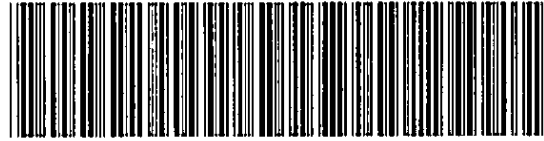
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



**400358807784**

02/02/21--01019--013 \*\*52.50

MAR 19 2021  
S. YOUNG

2021 FEB -2 PM 6:35

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Picsolve, Inc.

DOCUMENT NUMBER: P06000075407

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

Please return all correspondence concerning this matter to the following:

Dave Bronson

Name of Contact Person

Picsolve, Inc.

Firm/ Company

6220 Hazeltine National Drive Suite 110

Address

Orlando, FL

City/ State and Zip Code

Dave.Bronson@picsolve.com

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

For further information concerning this matter, please call:

Dave Bronson

at (

561

379-5469

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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

Picsolve, Inc.

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

P06000075407

(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:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: N/A, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

2021 FEB -2 PM 6:35

**E. If amending or adding additional Articles, enter change(s) here:**

(Attach additional sheets, if necessary). (Be specific)

Add an "Article VIII" and the language of the resolution included in exhibit A

**F. If an amendment provides for an 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)

N/A

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                      V      Mike Jones

X Add                              SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

January 15, 2021

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

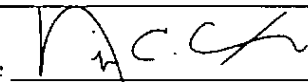
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted 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)

Dated January 15, 2021

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)

Nicholas Alexander

(Typed or printed name of person signing)

CEO

(Title of person signing)

A.

**PICSOLVE, INC.  
WRITTEN CONSENT  
OF THE SOLE DIRECTOR**

January 14, 2021

The undersigned, being the sole director on the Board of Directors (the "Sole Director") of Picsolve, Inc., a Florida corporation (the "Corporation"), hereby consents to, authorizes, approves, adopts and ratifies the following resolutions by written consent in lieu of a meeting in accordance with the laws of the State of Florida, as amended:

**I. APPROVAL OF SEVERANCE, RETENTION BONUSES AND LETTER AGREEMENTS**

WHEREAS, the Sole Director has determined it is advisable and in the best interests of the Corporation and the stockholders for the Corporation (the "Stockholders") to provide for potential severance payments (the "Potential Severance Payments") and retention bonuses (the "Retention Bonuses") in order to retain and incentivize certain employees of the Corporation and to further align the interests of such employees with those of the Corporation and the Stockholders:

WHEREAS, the Sole Director has determined it is advisable and in the best interests of the Corporation and the Stockholders for the Corporation to provide for the Potential Severance Payments and the Retention Bonuses for each of the applicable employees of the Corporation listed below in the applicable amounts as set forth below:

No.	Name of Employee	Potential Severance Payments	Retention Bonuses
1.	Christopher Bardier	Annual Base Salary	20% of Annual Base Salary
2.	David Bronson	Annual Base Salary	20% of Annual Base Salary
3.	Jeanette Freely	Annual Base Salary	20% of Annual Base Salary
4.	John Burke	Annual Base Salary	20% of Annual Base Salary
5.	Loretta Ring	Annual Base Salary	20% of Annual Base Salary

WHEREAS, the Sole Director has determined it is advisable and in the best interests of the Corporation and the Stockholders to implement the Potential Severance Payments and Retention Bonuses in the amounts set forth above for the above-listed employees of the Corporation by entering into letter agreements with each such employee (with each letter agreement to be substantially in the form attached hereto as Exhibit A) (the "Letter Agreements").

NOW, THEREFORE, BE IT RESOLVED, that each of the Potential Severance Payments, Retention Bonuses and Letter Agreements be, and hereby is, authorized, approved, adopted, confirmed and ratified in all respects;

FURTHER RESOLVED, that each of the officers of the Corporation (the "Authorized Officers") are hereby authorized and directed to execute and deliver, on behalf of the Corporation, each of the Letter Agreements, together with such changes, modifications and amendments thereto as the Authorized

Officers shall approve, such approval to be conclusively evidenced by an Authorized Officer's execution and delivery of each of the Letter Agreements, as applicable, and such changes, modifications and amendments are hereby further authorized, approved, adopted, confirmed and ratified in all respects; and

FURTHER RESOLVED, that in connection with each of the Potential Severance Payments, the Retention Bonuses, the Letter Agreements and the transactions contemplated thereby, each of the Authorized Officers is hereby authorized and directed to execute, deliver and obtain any and all other certificates, agreements, instruments or documents and to do or cause to be done any and all such other acts, as in the judgment of the Authorized Officers so acting may be necessary or appropriate to fulfill the purpose and intent of the foregoing resolutions.

## **II. GENERAL AUTHORITY AND RATIFICATION**

FURTHER RESOLVED, that each of the Authorized Officers be, and each hereby is, authorized and directed to do and perform or cause to be done and performed, all such acts and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise as each such Authorized Officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions, and that all such actions so taken be and are authorized, approved, adopted, confirmed and ratified in all respects;

FURTHER RESOLVED, that any and all actions heretofore taken by the Authorized Officers in connection with the matters contemplated by the foregoing resolutions be, and they are, authorized, ratified, approved, confirmed and adopted in all respects as fully as if such had been presented to the undersigned for approval prior to such action or actions being taken; and

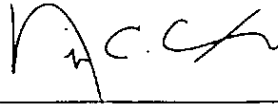
FURTHER RESOLVED, that this Written Consent (a) may be executed in counterparts (including by means of facsimile, electronic portable document format (PDF)), or other electronic transmission, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument and (b) shall be effective upon the execution and delivery by the undersigned and shall be filed with the minutes of proceedings of the Corporation.

\* \* \* \* \*



**IN WITNESS WHEREOF**, the undersigned have caused this Written Consent to be executed as of the date first set forth above.

**SOLE DIRECTOR:**

A handwritten signature in black ink, appearing to read 'N. Alexander', written over a horizontal line.

Nicholas Alexander