

P06000094563

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

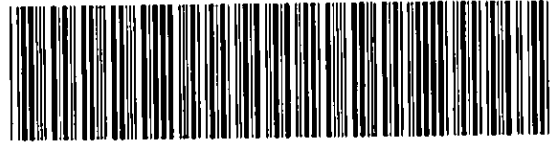
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/4/24 01023 007

2024 OCT 22 PM 12 22

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SECRETARY OF STATE
TALLAHASSEE, FL

A. RAMSEY

OCT 23. 2024

FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301
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DATE: 10/22/2024

NAME: METASKY CORP

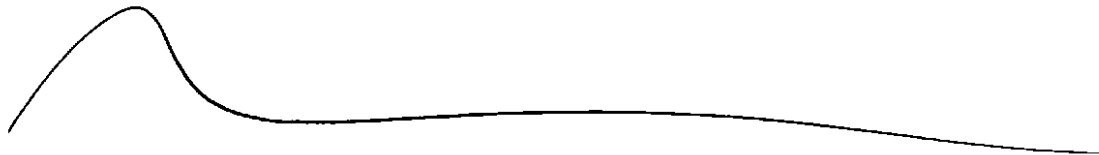
TYPE OF FILING: AMENDMENT

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AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

T-4: Amendment Section
Division of Corporations

NAME OF CORPORATION: MetaSky Corp.

DOCUMENT NUMBER: P06000094563

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

Please return all correspondence concerning this matter to the following:

Jessica M Lockett
Name of Contact Person
Lockett + Horwitz PLC
Firm/ Company
26632 Towne Centre Drive, Suite 300
Address
Foothill Ranch, CA 92610
City/ State and Zip Code
jlockett@lhlawpc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica M Lockett at (949) 540-6540
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED

2024 OCT 22 PM 12 22

MetaSky Corp.

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

P06000094563

(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:

Allied Energy Inc.

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**)

#318, 17700 Castleton St

City of Industry, CA 91748

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: _____, 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.

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	<u>D</u>	<u>Adrian Capobianco</u>	<u>#318, 17700 Castleton Street</u>
<input checked="" type="checkbox"/> Add			<u>City of Industry, CA 91748</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>D</u>	<u>Taisia Levintsa</u>	<u>#318, 17700 Castleton Street</u>
<input checked="" type="checkbox"/> Add			<u>City of Industry, CA 91748</u>
<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			

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

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

Article I: NAME. The name of the Corporation shall be Allied Energy, Inc. (1) On March 22, 2021 the Company changed its name to DCXGen Corp and on April 29, 2022 from DCXGen Corp. to MetaSky Corp. Neither name change was processed by FINRA or OTC MARKETS as such the Board and shareholders have determined that it is in the best interest of the Company and its shareholders to revert the Company's name to Allied Energy, Inc., Article IV is hereby deleted in its entirety and replaced as follows: Article IV: SHARES. The number of shares of authorized stock is: 40,000,000,000 (\$0.001 par value) common shares and 120,000,000 (\$0.001 par value) preferred stock shares, of which 118,000,000 shares are hereby designated as Series B Preferred Stock. Please see attached Certificate of Designation of Preferences, Rights, and Limitations of the Series B Preferred Stock. (SEE ATTACHMENT)

Article IV is further amended to reflect the following: 1. REVERSE SPLIT TERMINATED: The following amendment to Article IV is terminated; the Reverse Stock Split which was authorized on March 17, 2021 and filed March 22, 2021 and April 27, 2021, was never processed or implemented in the Company's records nor with FINRA, as such the Reverse Split is hereby void and terminated. 2. SERIES A PREFERRED TERMINATED: There being no shares of Series A Preferred Stock outstanding, the designation for 100,000 shares of Series A Preferred stock is hereby terminated.

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

October 16, 2024

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)**

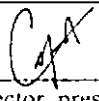
☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ 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)

October 16, 2024
Dated _____

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)

Chiching Hung

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

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

The undersigned Chief Executive Officer of Allied Energy, Inc. fka MetaSky Corp., a corporation organized and in active status under the laws of the State of Florida ("Corporation"), does hereby certify that the Board of Directors of the Corporation, in accordance with the Articles of Incorporation and Bylaws of the Corporation and Section 607.0602, *Florida Statutes*, adopted a resolution on October 10, 2024, creating a series of one hundred eighteen million (118,000,000) shares of preferred stock of the Corporation designated as "Series B Preferred Stock," with the following relative preferences, rights, and limitations. These Articles of Amendment were adopted by the Board of Directors of the Corporation and shareholder approval was not required. They are to become effective upon filing with the Florida Secretary of State, Division of Corporations.

WHEREAS, the Certificate of Incorporation of the Corporation was amended immediately prior to this designation and as amended, provides for a class of its authorized stock known as preferred stock, comprised of 120,000,000 shares, par value \$0.001, issuable from time to time in one or more series:

WHEREAS, the Board of Directors of the Corporation is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued Series of preferred stock and the number of shares constituting any Series and the designation thereof, of any of them; and

WHEREAS, it is the desire of the Board of Directors of the Corporation, pursuant its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, which shall consist of 118,000,000 shares of the preferred stock which the Corporation has the authority to issue, classified as Series B, as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property and does hereby fix and determine the rights, preferences, restrictions and other matters relating to such series of preferred stock as follows:

1. Designation and Number. The designation of the series of Preferred Stock authorized by this resolution is "Series B Preferred Stock" (the "Series B Preferred Stock"), with a par value of \$0.001 per share, and the number of shares constituting the series is one hundred eighteen million (118,000,000), to be issued as whole shares only, and not in fractional shares.

2. Voting. Except as otherwise provided herein and as otherwise required by law, each share of the Series B Preferred Stock shall have the right to vote on all matters presented to be voted by the holders of common stock in the same ratio as if the Series B Preferred Stock has been converted into Common Stock.

3. Dividends. The holders of Series B Preferred Stock ("Holders") shall be entitled to receive, and the Corporation shall pay to the Holders, any dividends and other distributions made to holders of the Corporation's Common Stock at the same amount per share, if any, as are granted to the holders of the Corporation's Common Stock. As a result, the shares of Preferred Stock shall rank pari passu with the shares of Common Stock with respect to payment of dividends and other distributions.

4. Conversion.

a. Optional Conversion. Commencing on the date when there shall be sufficient shares of Common Stock available to permit the conversion of all issued shares of Series B Preferred Stock, the Holders, by majority vote of the outstanding shares of Series B, the Series B Shareholders shall have the right to convert all of the Series B Preferred Shares then outstanding into such number of fully paid and non-assessable shares ("Conversion Shares") of the Common Stock as is determined in accordance with the terms of this Section 6 (an "Optional Conversion"). The Optional Conversion shall occur upon presentation of consents to such Conversion signed by the holders of the requisite number of Series B Preferred Shares and the holders of Series B Preferred Shares and the Corporation shall thereafter have the same rights and obligations as they would respectively have in the event of a Mandatory Conversion. Upon an Optional Conversion, all of the outstanding shares of Series B Preferred Stock shall be converted into shares of the Corporation's Common Stock.

b. Mandatory Conversion. Upon the effective date of the acceptance by the Secretary of State of the State of Florida of an amendment to the Corporation's Articles of Incorporation to effect a reverse split of its common stock (the "Amendment") at the ratio of one new share for at least each currently outstanding one hundred shares of Common Stock (the "Reverse Stock Split") and, together with the previously authorized and unreserved shares of Common Stock, to permit the conversion of all of the outstanding shares of Series B Preferred Stock into Common Stock, then all of the outstanding shares of Series B Preferred Stock shall, immediately upon the occurrence of the aforesaid effective date, automatically be converted into shares of the Corporation's Common Stock without any notice required on the part of the Corporation or the Holder (the "Mandatory Conversion"), such that each Holder shall receive the number of shares of Common Stock determined by multiplying (i) the number of shares of Series B Preferred Stock then owned by such Holder by (ii) the Conversion Ratio in effect, giving effect to the change therein resulting from the Reverse Stock Split. The Corporation agrees that it shall, upon the effectiveness of the Mandatory Conversion, expeditiously effect the issuance of the shares of Common Stock resulting from the Mandatory Conversion. If the Amendment shall not have been filed by March 31, 2025, the Holders of at least 51% of Series B Preferred Stock, may request that the Board of Directors, in accordance with the Bylaws of the Corporation, call a special meeting of shareholders to occur not later than June 30, 2025, to consider and act upon the Amendment and shall take all requisite corporate action for the approval and filing of the Amendment. The presently authorized but unissued and unreserved shares of Common Stock are hereby reserved for issuance upon conversion of the Series B Preferred Stock.

c. Each share of Series B Preferred Stock shall be convertible into a number of shares of Common Stock equal to the Conversion Ratio (as defined below) as set forth in this Section 4. The conversion ratio for the Series B Preferred Stock (the "Conversion Ratio") shall be 150 Common Stock shares for one (1) Series B Preferred Stock share. The Conversion Ratio from time to time in effect is subject to adjustment as hereinafter provided in Section 5 (the "Adjustments").

d. The Corporation shall cause its transfer agent to issue the Common Stock issuable upon the Optional Conversion or the Mandatory Conversion as quickly as practicable following the date on which the Mandatory Conversion occurred. The Corporation shall bear the cost associated with the issuance of the Common Stock so issuable. The Common Stock and other securities issuable shall be issued with the same restrictive legend, if any, borne by the certificate for Series B Preferred Stock tendered to said transfer agent. The Common Stock issuable upon the Optional Conversion or the Mandatory Conversion shall be issued in the same name as the person who is the then-current Holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, a change of name and such transfer can be made in compliance with applicable securities laws. The Holders shall be treated as holders of Common Stock of the Corporation at the close of business on the date of the Optional Conversion or the Mandatory Conversion. Each certificate representing the Series B Preferred Stock shall be cancelled, upon issuance of the receipt of the certificates representing the Common Stock into which the Series B Preferred Stock was converted. If any Holder is entitled to receive a fractional Conversion Share, such fractional Conversion Share shall be disregarded and the number of Conversion Shares issuable upon such Conversion, in the aggregate, shall be the next

lower whole number of Conversion Shares. No cash or property shall be issued in lieu of fractional Conversion Shares upon the Optional Conversion or Mandatory Conversion.

5. Adjustments.

a. Conversion Ratio. If at any time or from time to time after the authorization of the Series B Preferred Stock, the Company shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Ratio in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate.

b. Reorganization, Reclassification, Consolidation, Merger or Sale. If at any time after the after the authorization of the Series B Preferred Stock there is any reorganization, reclassification, consolidation, merger or sale of all or substantially all of the assets of the Company (other than a Liquidation Event), as part of such capital reorganization, provision shall be made so that (i) the holders of Series B Stock shall thereafter have the right to receive, upon conversion of such Series B Stock, the number of shares of stock or securities or property of the Company to which a holder of the number of shares of Common Stock deliverable upon conversion of such Series B Stock would have been entitled in connection with such capital reorganization if such holder had converted its Series B Stock immediately prior to such transaction, subject to adjustment in respect of such stock or securities by the terms thereof.

6. Liquidation Rights.

a. The shares of the Series B Preferred Stock shall rank pari passu with the shares of Common Stock upon liquidation. As a result, the holder of one share of the Series B Preferred Stock shall be entitled to receive the same liquidation amount per share, on an as converted to Common Stock basis, as the holder of one share of the Corporation's Common Stock.

b. For purposes of this Section 6 the following shall be considered a "Liquidation": (i) a sale, lease or other disposition of all or substantially all of the assets of the Corporation; or (ii) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to a consolidation, merger or reorganization own less than fifty percent (50%) of the voting power of the surviving or acquiring entity immediately after a consolidation, merger or reorganization, or any transaction or series of related transactions in which fifty percent (50%) or more of the Corporation's voting power is transferred.

7. Successors and Transferees. The provisions applicable to shares of Series B Preferred Stock shall bind and inure to the benefit of and be enforceable by the Corporation, the respective successors to the Corporation, and by any record holder of shares of Series B Preferred Stock.

8. Miscellaneous.

a. Notices. Any and all notices or other communications or deliveries to be provided by the Holders hereunder, shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service, addressed to the Corporation. Any and all notices or other communications or deliveries to be provided by the Corporation hereunder shall be in writing and delivered personally, by facsimile, or sent by a nationally recognized overnight courier service addressed to each holder at the facsimile telephone number (in the case of a facsimile message) or address (in the case of an overnight courier) of such holder appearing on the books of the Corporation, or if no such facsimile, telephone number, or address appears, at the principal place of business of

the Holder. Any notice or other communication or deliveries hereunder shall be deemed given and effective on the earliest of (i) the date of transmission, if such notice or communication is delivered via facsimile at the facsimile telephone number specified in this Section prior to 5:30 p.m. EST, (ii) the date after the date of transmission, if such notice or communication is delivered via facsimile at the facsimile telephone number specified in this Section later than 5:30 p.m. EST on any date and earlier than 11:59 p.m. EST on such date, (iii) the date of delivery if sent by nationally recognized overnight courier service, or (iv) upon actual receipt by the party to whom such notice is required to be given.

b. Lost or Mutilated Series B Preferred Stock Certificate. If a holder's Series B Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series B Preferred Stock so mutilated, lost, stolen or destroyed but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof, and indemnity, if requested, all reasonably satisfactory to the Corporation

c. Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to the principles of conflicts of law thereof.

d. Waiver. Any waiver by the Corporation or the Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation. The failure of the Corporation or the Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation. Any waiver must be in writing.

e. Severability. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any person or circumstance, it shall nevertheless remain applicable to all other persons and circumstances.

f. Next Business Day. Whenever any payment or other obligation hereunder shall be due on a day other than a business day, such payment shall be made on the next succeeding business day.

g. Amendment. Unless specifically approved by the Board of Directors of the Corporation, the certificate of incorporation of the Corporation shall not be amended, including any amendment through consolidation, merger, combination or other transaction, in any manner which would materially alter or change the powers, preferences or special rights of the Series B Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least a majority of the outstanding shares of Series B Preferred Stock, voting together as a single class.

h. Headings. The headings contained herein are for convenience only and do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 16th day of October, 2024.

ALLIED ENERGY, INC.
Fka METASKY CORP.

By: 

Name: Chiching Hung

Title: CEO