

Florida Department of  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H11000212860 3)))



H110002128603ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6380

002120.153426

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

RECEIVED

11 AUG 26 AM 8:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ZAVE NETWORKS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 AUG 26 AM 10:43

FILED

*Amend*  
*8-29-11*

Electronic Filing Menu

Corporate Filing Menu

Help

H11000212860 3

Articles of Amendment  
to  
Articles of Incorporation  
of

Zave Networks, Inc.

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

P06000105506

(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:

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**)

C. Enter new mailing address, if applicable:  
(Mailing address **MAY BE A POST OFFICE BOX**)

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:

New Registered Office Address:

(Florida street address)

(City)

Florida

(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*

H11000212860 3

H11000212860 3

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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)

See the attachment.

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)

---

---

---

---

---

---

---

---

H11000212860 3

The date of each amendment(s) adoption: August 24 2011  
(date of adoption is required)

Effective date if applicable: August 24 2011  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

X 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.

X 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 Series A Preferred, Series A-1 Preferred and Series B Preferred, voting together as a group  
(voting group)

and by: the holders of all outstanding shares of capital stock, voting as a 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.

Dated August 26, 2011

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)

Holly Valenta

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

H11000212860 3

H11000212860 3

Attachment

1. Replace the language in the first paragraph of Article IV with the following:

The total number of shares of stock which the Corporation shall have authority to issue is Eighty Million, Five Thousand, Three Hundred and Twenty (80,005,320) shares of Common Stock, at a par value of One Cent (\$0.01) ("Common Stock"), and Sixty Four Million, Thirty Five Thousand, Six Hundred and Eighty Eight (64,035,688) shares of Preferred Stock, at a par value of One Cent (\$0.01) ("Preferred Stock"), amounting to One Hundred Forty Four Million, Forty One Thousand and Eight (144,041,008) authorized shares of capital stock.

2. Replace the language of Article IV, Part C, Section 2(a) with the following:

**Series A Preferred Dividends.** Holders of outstanding shares of Series A Preferred, in preference to holders of Series A Junior Securities, shall be entitled to receive on each Series A Dividend Payment Date (as defined below), a cash dividend on each outstanding share of Series A Preferred at a rate per annum equal to ten percent (10.00%) of the Series A Original Purchase Price (as defined below) on each outstanding share of Series A Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares), accruing from the later of (i) the date of issuance of such share of Series A Preferred; or (ii) the last Series A Dividend Payment Date until in either such case the Series A Dividend Payment Date on which such cash dividend is being made. All dividends shall accrue quarterly in arrears commencing on the first Series A Dividend Accrual Date (as defined below) after the date of initial issuance of such share of Series A Preferred and shall, subject to Section 3 and unless paid on a prior Series A Dividend Payment Date, be payable in cash upon (i) any merger or consolidation of the Corporation with any other entity in which the Corporation is not the surviving entity (except for a consolidation or merger that does not constitute a Change of Control, as defined below), (ii) the sale of substantially all the assets of the Corporation, (iii) a Change of Control or (iv) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (any or all of (i), (ii), (iii) and (iv) being referred to as a "Liquidation Event") or upon conversion of such shares of Series A Preferred into Common Stock.

3. Replace the language of Article IV, Part D, Section 2(a)(i) with the following:

Holders of outstanding shares of Series A-1 Preferred, in preference to holders of Series A-1 Junior Securities, shall be entitled to receive on each Series A-1 Dividend Payment Date (as defined below), a cash dividend on each outstanding share of Series A-1 Preferred at a rate per annum equal to ten percent (10.00%) of the Series A-1 Original Purchase Price (as defined below) on each outstanding share of Series A-1 Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares), accruing from the later of (i) the date of issuance of such share of Series A-1 Preferred; or (ii) the last Series A-1 Dividend Payment Date until in either such case the Series A-1 Dividend Payment Date on which such cash dividend is being made. All dividends shall accrue quarterly in arrears commencing on the first Series A-1 Dividend Accrual Date (as defined below) after the date of initial issuance of such share of Series A-1 Preferred and shall, subject to Section 3 and unless paid on a prior Series A-1 Dividend Payment Date, be payable in cash upon (i) any merger or consolidation of the Corporation with any other entity in which the Corporation is not the surviving entity (except for a consolidation or merger that does not constitute a Change of Control, as defined below), (ii) the sale of substantially all the assets of the Corporation, (iii) a Change of Control or (iv) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (any or all of (i), (ii), (iii) and (iv) being referred to as a "Liquidation Event") or upon conversion of such shares of Series A-1 Preferred into Common Stock.

4. Replace the language of Article IV, Part E, Section 2(a)(i) with the following:

Holders of outstanding shares of Series B Preferred, in preference to holders of Series B Junior Securities, shall be entitled to receive on each Series B Dividend Payment Date (as defined below), a cash dividend on each outstanding share of Series B Preferred at a rate per annum equal to ten percent (10.00%) of the Series B Original Purchase Price (as defined below) on each outstanding share of Series B Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares), accruing from the later of (i) the date of issuance of such share of Series B Preferred; or (ii) the last Series B Dividend Payment Date until in either such case the Series B Dividend Payment Date on which such cash dividend is being made. All dividends shall accrue quarterly in arrears commencing on the first Series B Dividend Accrual Date (as defined

H11000212860 3

below) after the date of initial issuance of such share of Series B Preferred and shall, subject to Section 3 and unless paid on a prior Series B Dividend Payment Date, be payable in cash upon (i) any merger or consolidation of the Corporation with any other entity in which the Corporation is not the surviving entity (except for a consolidation or merger that does not constitute a Change of Control, as defined below), (ii) the sale of substantially all the assets of the Corporation, (iii) a Change of Control or (iv) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (any or all of (i), (ii), (iii) and (iv) being referred to as a "Liquidation Event") or upon conversion of such shares of Series B Preferred into Common Stock.