

P09000024943

(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



000148518020

04/06/09--01043--029 **35.00

09 MAY 21 PM 3:00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
CR 6/27

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ICA SOLUTIONS INC +

DOCUMENT NUMBER: po9000024943 +

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

Please return all correspondence concerning this matter to the following:

Amina Levy, Esq.
(Name of Contact Person)

Allen & Arcadier, P.A.
(Firm/ Company)

2815 W. New Haven, Ste 304
(Address)

Melbourne, FL 32904
(City/ State and Zip Code)

For further information concerning this matter, please call:

Amina Levy at (321) 953-5998
(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 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2009

MAURICE ARCADIER, ESQ.
ALLEN & ARCADIER, P.A.
2815 W. NEW HAVEN, STE. 304
MELBOURNE, FL 32904

SUBJECT: ICA SOLUTIONS, INC.
Ref. Number: P09000024943

We have received your document for ICA SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please specify which article number and/or article title you are amending, adding, or deleting.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 309A00011824

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 MAY 14 AM 8:00

RECEIVED

**AMENDMENT TO THE
ARTICLES OF INCORPORATION**

OF

ICA SOLUTIONS, INC.

Pursuant to and in accordance with Section 607.0602 of the Florida Business Corporation Act the undersigned corporation hereby submits the following Certificate of Incorporation.

ARTICLE FIRST

The name of the Corporation (the "Corporation") shall be:

ICA Solutions, Inc.

ARTICLE SECOND

PRINCIPAL PLACE OF BUSINESS

The principal place of business for the Corporation (the "Corporation") shall be:

2910 Bush Drive
Melbourne, FL 32935

ARTICLE THIRD

REGISTERED OFFICE

The name and address of the registered agent of the Corporation in the State of Florida is:

Maurice Arcadier, Esq.,
Allen & Arcadier,
Executive West Building,
2815 West New Haven,
Suite 303,
West Melbourne, Florida 32904

ARTICLE FOURTH

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 MAY 21 PM 3:00

ARTICLE FIFTH

STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Ten Million (10,000,000) shares, consisting of:

- (a) Ten Million (10,000,000) shares of Common Stock, par value \$0.0001 per share;

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock is as follows:

A. COMMON STOCK

1. Voting. Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of Preferred Stock by this Certificate of Incorporation, the Common Stock shall have exclusive voting rights on all matters requiring a vote of shareholders, voting together with the holders of Preferred Stock, as one class.
2. Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the laws of the State of Delaware, the holders of Common Stock shall have exclusively all other rights of shareholders.

- B. ISSUANCE OF CERTIFICATES. The Board of Directors shall have the authority to issue shares of the capital stock of the Corporation and the certificates therefore subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose.

ARTICLE SIXTH

DIRECTORS

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the By-laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-laws so require. The initial board of directors shall serve from the time of incorporation of the Corporation until the first annual shareholders' meeting and shall be composed of the following person:

NAME	ADDRESS
Ioanna Hawkins	2910 Bush Drive Melbourne, FL 32935

ARTICLE SEVENTH

LIMITATION ON LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Act is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE EIGHTH

POWERS OF BOARD OF DIRECTORS

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders, it is further provided:

1. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:
 - 1.1 To make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Florida or these Articles of Incorporation;
 - 1.2 Without the assent or vote of the shareholders, to authorize and issue securities and obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its Sole discretion may determine, and to authorize the mortgaging or pledging, as security thereof, of any property of the Corporation, real or personal, including after-acquired property;

- 1.3 To determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the shareholders, and to direct and determine the use and disposition of any such net profits or such surplus; and
- 1.4 To fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the By-laws of the Corporation.

2. Any director or any officer elected or appointed by the shareholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.
3. From time to time any of the provisions of these Articles of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this paragraph (3).

ARTICLE NINTH

CREDITORS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its shareholders or any class of them, any court equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation, or on the application of trustees in dissolution, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as the consequences of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of the Corporation, as the case may be, and also on the Corporation.

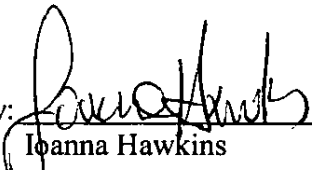
ARTICLE TENTH

INCORPORATOR

The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
Ioanna Hawkins	2910 Bush Drive Melbourne, FL 32935

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herewith stated are true, and I have accordingly hereunto set my hand this 6th day of March, 2009.

By: 
Ioanna Hawkins

Articles of Amendment
to
Articles of Incorporation
of

ICA SOLUTIONS, Inc.

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

P09000024943

(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

New Registered Office Address:

(Florida street 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

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>
N/A			<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 attached.

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

The date of each amendment(s) adoption: March 18, 2009

Effective date if applicable: March 18, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ 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

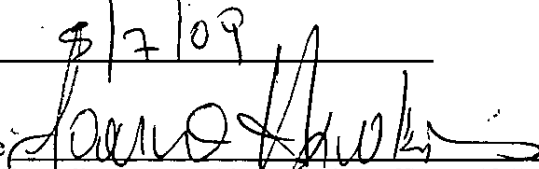
by _____."
(voting group)

☐ 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 3/2/09

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)

Joanna Hawkins

(Typed or printed name of person signing)

President

(Title of person signing)