

P090000071866

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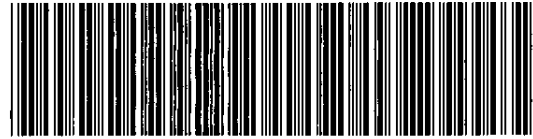
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend
@ 8/10/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CYGNUS INTERNET, INC

DOCUMENT NUMBER: PO9000071866

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

Please return all correspondence concerning this matter to the following:

stacie daley

Name of Contact Person

Marshall Grant & Daley PL

Firm/ Company

601 S Federal Highway, Suite 202

Address

Boca Raton FL 33432

City/ State and Zip Code

sdaley@mgdlawfirm.com

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

For further information concerning this matter, please call:

stacie daley

Name of Contact Person

at (954)

873-1973

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 AUG -9 PM 1:53

CYGNUS INTERNET, INC

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

PO9000071866

(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

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)

ARTICLE IV IS DELETED AND REPLACED WITH THE FOLLOWING ARTICLE IV

ATTACHED HERETO

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)

Articles of Amendment
Designating the Preferences and Rights
of Series A and Series B Preferred Stock
of Cygnus Internet, Inc.

Pursuant to the provisions of Section 607.0602, 607.1002 and 607.1003 of the Florida Business Corporation Act (the "Act"), Cygnus Internet, Inc., a Florida corporation (the "Corporation") hereby certifies that on August 1, 2011, pursuant to the authority expressly vested in the Board of Directors of the Corporation and the Shareholders of the Corporation, and in accordance with the provisions of Section 607.0602 607.1002 and 607.1003 of the Act, the Board of Directors and Shareholders have duly adopted the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CYGNUS INTERNET, INC.
2. **RESOLVED**, that, Article IV of the Amended Articles of Incorporation is hereby deleted and substituted with the following:

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 20,000,000 shares, consisting of: (a) 16,887,948 shares, \$.01 par value per share of Common Stock (the "**Common Stock**"), (b) 1,400,000 shares of Series A Preferred Stock, which share shall have a par value \$.01 per share (the "**Series A Preferred Stock**"); and (c) 1,712,052 shares of Series B Preferred Stock, par value \$.01 per share (the "**Series B Preferred Stock**"). The Board of Directors hereby further fix the powers, designations, preferences and other special rights and the qualifications, limitations and restrictions of the Preferred Stock designated as Series A and B.

Common Stock

1. **Voting.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meeting s of stockholders, provided however, that except as otherwise required by law, the holders of the Common Stock shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of the Series A or Series B preferred Stock.

Series A Preferred Stock

1. **Number and Designation.** One Million Four Hundred Thousand (1,400,000) shares of the Preferred Stock of the Corporation shall be designated as Series A Preferred Stock (the "**Series A Preferred Stock**").

2. **Rank.** The Series A Preferred Stock shall, with respect to rights on liquidation, dissolution and winding-up, rank (i) senior to all classes of the Corporation's **Common Stock**, and to each other class of capital stock of the Corporation or series of Preferred Stock of the Corporation established hereafter by the Board of Directors for the Corporation, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the Series A Preferred Stock as to rights on liquidation, winding-up and dissolution of the Corporation.
3. **Dividends.** The Series A Preferred Stock shall be entitled to receive or be paid dividends as specifically authorized by the Board of Directors of the Corporation.
4. **Liquidation Preference.**
 - (a) in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Junior Securities, the holder of each share of Series A Preferred Stock shall be entitled to receive an amount per share equal to One Dollars (\$1.00) per share, and such holder shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of Series A Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series A Preferred Stock if all amounts payable thereon were paid in full. Solely for the purpose of this paragraph 4, neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation or merger of the Corporation with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Corporation.
5. **Redemption Rights.** The Series A Preferred Stock will not be subject to any right of redemption by the Corporation or the Holders of Series A Preferred Stock.
6. **Voting Rights.**
 - (a) Except as otherwise provided in paragraph 6(b) or as required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters and shall be entitled to one vote per share of Series A Preferred Stock.

- (b) In addition, so long as any of the Series A Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting together as a single class, shall be necessary to:
- (i) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the Bylaws so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Series A Preferred Stock, or change the Series A Preferred Stock into any other securities, cash or other property or
 - (ii) issue any additional Series A Preferred Stock or create, authorize or issue any capital stock that ranks prior to the Series A Preferred Stock with respect to or upon liquidation, dissolution, winding-up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by this paragraph 6(b).

Series B Preferred Stock

1. **Number and Designation.** One Million Seven Hundred Twelve Thousand Fifty Two (1,712,052) shares of the Preferred Stock of the Corporation shall be designated as Series B Preferred Stock (the "**Series B Preferred Stock**").
2. **Rank.** The Series B Preferred Stock shall, with respect to rights on liquidation, dissolution and winding-up, at all times rank junior and subordinate to the Series A Preferred Stock, but (i) senior to all classes of the Corporation's **Common Stock**, and to each other class of capital stock of the Corporation or series of preferred stock of the Corporation established hereafter by the Board of Directors for the Corporation, the terms of which do not expressly provide that it ranks senior to, or on a parity with, the stock as to rights on liquidation, winding-up and dissolution of the Corporation.
3. **Dividends.** The Series B Preferred Stock shall be entitled to receive or be paid dividends as specifically authorized by the Board of Directors of the Corporation.
4. **Liquidation Preference.**
 - (a) in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, before any

payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of Junior Securities, the holder of each share of Series B Preferred Stock shall be entitled to receive an amount per share equal to One Dollars (\$1.00) per share, and such holder shall not be entitled to any further payment. If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of Series B Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid then such assets, or the proceeds thereof, shall be distributed among the holders of shares of Series B Preferred Stock if all amounts payable thereon were paid in full. Solely for the purpose of this paragraph 4, neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation nor the consolidation or merger of the Corporation with or into one or more other entities shall be deemed to be a liquidation, dissolution or winding-up of the Corporation.

5. **Redemption Rights.** The Series B Preferred Stock will not be subject to any right of redemption by the Corporation or the Holders of Series B Preferred Stock.
6. **Voting Rights.**
 - (a) Except as otherwise provided in paragraph 6(b) or as required by law, each holder of Series B Preferred Stock shall be entitled to vote on all matters and shall be entitled to one vote per share of Series B Preferred Stock.
 - (b) In addition, so long as any of the Series B Preferred Stock is outstanding, the affirmative vote of the holders of a majority of the outstanding shares of Series B Preferred Stock, voting together as a single class, shall be necessary to:
 - (i) amend, alter or repeal any provision of the Amended Articles of Incorporation (whether by amendment, merger or otherwise) or the Bylaws so as to adversely affect the preferences, rights or powers of the Series B Preferred Stock, including, without limitation, the voting powers and liquidation preference of the Series B Preferred Stock, or change the Series B Preferred Stock into any other securities, cash or other property or
 - (ii) issue any additional Series B Preferred Stock or create, authorize or issue any capital stock that ranks prior to the

Series B Preferred Stock with respect to or upon liquidation, dissolution, winding-up or otherwise. Except as otherwise required by law, the vote of holders of shares of Common Stock shall not be necessary to accomplish any of the actions contemplated by this paragraph 6(b).

7. **Anti-Dilution.**

(a) The Series B Preferred Shares will not be subject to dilution. If the Corporation subdivides or reclassifies the Corporation's Common Stock, the Series A Preferred Stock or the Series B Preferred Stock, into a greater or lesser number of shares other than with regard to: (i) a subdivision or reclassification for purposes of issuing capital stock as an incentive or in a non financing transaction to employees, officers directors or consultants to the Corporation; (ii) capital stock issued for consideration other than cash pursuant to consolidation, acquisition or similar business approved by the Board; or (iii) capital stock issued pursuant to a debt financing from a bank or similar financial institution approved by the Board, the amount of Preferred Stock receivable by the owner of the Series B Preferred Stock upon such reclassification will be in proportion to the percent of the Series B Preferred Stock owned by such person prior to the effective time of such reclassification of the Articles of Incorporation.

3. The amendment hereby made to the Articles of Incorporation were duly adopted by the all the members of the Board of Directors of the Corporation and the Shareholders on August 1, 2011.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Article of Incorporation of CYGNUS INTERNET, INC., this 1st day of August 2011.

CYGNUS INTERNET, INC.


Jeffrey P. Ford, Chairman

The date of each amendment(s) adoption: AUGUST 1, 2011

(date of adoption is required)

Effective date if applicable:

(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 majority of series A and B Shareholders."

(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 August 1, 2011

Signature

(By a director, president or chief 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)

Jeffrey Pollitt

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)