

JAN/20/2017/FRI 14:59

FAX No.

P. 001

Division of Corporations

Page 1 of 2

P09000085955

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : UNISEARCH, INC.
Account Number : I20150000103
Phone : (651) 219-4300
Fax Number : (651) 666-2789

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

Email Address: _____

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

Certificate of Status	0
Certified Copy	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment
to
Articles of Incorporation
of

OrangeHook, Inc.

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

P09000085955

(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: _____, 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

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ 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	_____	_____	_____

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

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

The Articles of Incorporation of OrangeHook, Inc. are amended to include the attached Amendment to the Certificate of Designation of Series OH-2 Convertible Preferred Stock.

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: _____, 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 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 1-20-2017

Signature James L. Mandel

(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)

James L. Mandel

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**AMENDMENT
TO THE
CERTIFICATE OF DESIGNATION
OF
SERIES OH-2 CONVERTIBLE PREFERRED STOCK
OF
NUVEL HOLDINGS, INC.**

OrangeHook, Inc., a corporation organized and existing under the laws of the State of Florida and formerly known as Nuvel Holdings, Inc., in accordance with the provisions of the Florida Business Corporation Act (the "Act"), does hereby certify:

1. The name of the corporation is OrangeHook, Inc. (the "Corporation"). The Corporation was formerly known as Nuvel Holdings, Inc. and the name was changed to OrangeHook, Inc. on or around December 27, 2016.
2. That the Corporation was originally incorporated on October 19, 2009, pursuant to the provisions of the Florida Business Corporation Act.
3. That the original Certificate of Designation of Rights and Preferences of Series OH-2 Convertible Preferred Stock (the "Series OH-2 Convertible Preferred Stock") of the Corporation was originally filed with the Florida Department of State – Division of Corporations on November 30, 2016 (the "Certificate of Designation").
4. That the Board of Directors of the Corporation duly adopted resolutions authorizing and directing that the Certificate of Designation to be amended to designate an additional fourteen thousand (14,000) shares of its undesignated stock as Series OH-2 Convertible Preferred Stock, which resolutions provides as follows:

WHEREAS, the Company has previously designated eleven thousand (11,000) shares of its authorized but undesignated stock as Series OH-2 Convertible Preferred Stock and deems it advisable and in the best interest of the Corporation to designate an additional fourteen thousand (14,000) shares of its undesignated stock as Series OH-2 Convertible Preferred Stock with the rights, preferences, privileges, qualifications, limitations and restrictions as set forth in the Series OH-2 Convertible Preferred Stock Certificate of Designation previously approved by the Board and filed with the Florida Department of State – Division of Corporations.

NOW, THEREFORE, RESOLVED, that an additional fourteen thousand (14,000) shares of undesignated stock are hereby designated as shares of Series OH-2 Convertible Preferred Stock.

FURTHER RESOLVED, that paragraph 1 of the Certificate of Designation of Series OH-2 Convertible Preferred Stock be amended and restated to read in its entirety as follows:

1. Number. Title. Twenty five thousand (25,000) shares of the Corporation's authorized but undesignated stock are hereby designated as

Series OH-2 Convertible Preferred Stock (the "Series OH-2 Convertible Preferred Stock"). Such number of shares may be increased or decreased (but not less than the number of shares of Series OH-2 Convertible Preferred Stock outstanding) from time to time by resolution of the Board of Directors without the consent or approval of the holders of the Series OH-2 Convertible Preferred Stock.

5. That to reflect the recent name change of the Corporation, each reference to Nuvel Holdings, Inc. in the Certificate of Designation is hereby amended to state "OrangeHook, Inc."

6. That Paragraph 1 of the Certificate of Designation is hereby amended, restated and replaced in its entirety by the following:

1. Number; Title. Twenty five thousand (25,000) shares of the Corporation's authorized but undesignated stock are hereby designated as Series OH-2 Convertible Preferred Stock (the "Series OH-2 Convertible Preferred Stock"). Such number of shares may be increased or decreased (but not less than the number of shares of Series OH-2 Convertible Preferred Stock outstanding) from time to time by resolution of the Board of Directors without the consent or approval of the holders of the Series OH-2 Convertible Preferred Stock.

[Signature Page Follows]

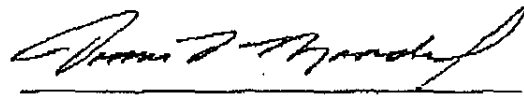
JAN/20/2017/FRI 14:59

FAX No.

P. 008

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Designation of Series OH-2 Convertible Preferred Stock to be executed by its duly authorized officer this 20 day of January, 2017.

ORANGEHOOK, INC.

A handwritten signature in black ink, appearing to read "James L. Mandel", is written over a horizontal line.

By: James L. Mandel
Its: Chief Executive Officer

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