

Florida Department of State  
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.**

(((H16000210129 3)))



H160002101293ABCW

**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

From:

Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133

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

Email Address:

alexis@baytobaylegal.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SMART COMMUNICATIONS US, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amel

AUG 25 2016

R. WHITE

16 AUG 24 AM 9:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32399

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SMART COMMUNICATIONS US, INC.**

Pursuant to Sections 607.1003 and 607.1006  
of the Florida Business Corporation Act

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "FBCA"), Smart Communications US, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment (the "Articles of Amendment") to its Articles of Incorporation ("Articles of Incorporation"):

**ARTICLE I**  
**Name**

The name of the Corporation is Smart Communications US, Inc.

**ARTICLE II**  
**Amendment**

The following amendment is made to the Corporation's Articles of Incorporation:

Article IV of the Articles of Incorporation is hereby amended by deleting Article IV in its entirety and by insertion, in lieu thereof, of the following:

"(a) Reverse Stock Split. Effective on at 5:00 p.m., on September 6, 2016 (the "Effective Time"), each One Thousand Five Hundred (1,500) common shares, no par value per share, of the Corporation ("Old Common Shares") issued and outstanding immediately prior to the Effective Time shall be automatically combined, converted, and reclassified into one (1) new Common Share of the Corporation ("New Common Shares")(the "Reverse Stock Split"). No fractional shares shall result from or be issued upon combination of the Old Common Shares pursuant to the Reverse Stock Split. If the Reverse Stock Split would result in the creation of any fractional share; then in lieu of issuing any fractional share, the Corporation shall pay cash in an amount equal to the product of such fraction and the fair market value of one (1) New Common Share (as determined by the Board of Directors), rounded up to the nearest whole cent.

Each share certificate that, immediately prior to the Effective Time, represented Old Common Shares shall, from and after the Effective Time, automatically and without the necessity of presenting the certificate for exchange, represent that number of New Common Shares into which the Old Common Shares represented by that certificate have been combined, converted, and reclassified in the Reverse Stock Split; *provided, however*, that each holder of record of a share certificate that represented the Old Common Shares shall

receive, upon surrender of such certificate, a new share certificate representing the number of New Common Shares into which the Old Common Shares represented by that certificate have been combined, converted, and reclassified in the Reverse Stock Split. The Reverse Stock Split shall occur whether or not share certificates representing the Old Common Shares are surrendered to the Corporation.

(b) Authorized Shares. Immediately after the Effective Time (whereupon the Reverse Stock Split will have been effectuated), the Corporation shall be automatically recapitalized so that the number of shares that the Corporation is authorized to issue is One Hundred Thousand (100,000) common shares, no par value per share."

**ARTICLE III**  
**Date of Adoption**

The amendment was adopted on the 24<sup>th</sup> day of August, 2016.

**ARTICLE IV**  
**Manner of Adoption**

In an action taken by unanimous written consent pursuant to Section 607.0821 of the FBCA, effective as of August 23, 2016, the Board of Directors of the Corporation unanimously approved these Articles of Amendment and recommended that the shareholders of the Corporation approve the Articles of Amendments.

Pursuant to the provisions of Section 607.0704 of the FBCA, effective August 24, 2016, the Articles of Amendment were duly approved and adopted in an action taken by written consent by shareholders of the Corporation holding in excess of a majority of the issued and outstanding common shares of the Corporation.

Accordingly, the Articles of Amendment have been approved in accordance with Section 607.1003 of the FBCA under the Florida Statutes.

**ARTICLE V**  
**Effective Time**


These Articles of Amendment shall become effective on 5:00 p.m., on August 24, 2016 Eastern Standard Time.

**[SIGNATURES ON NEXT PAGE]**

**IN WITNESS WHEREOF**, Smart Communications US, Inc., has caused this Articles of Amendment to its Articles of Incorporation to be signed by James P. Logan, its Chief Executive Officer and President, on this 24<sup>th</sup> day of August, 2016.

**SMART COMMUNICATIONS US, INC.**

By:

  
James P. Logan  
CEO and President