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TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Pay Cell Systems, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Sean Morrison

\_\_\_\_\_  
Name of Contact Person

The Sean Morrison Law Offices LLC

\_\_\_\_\_  
Firm/ Company

3436 Magazine St., #138

\_\_\_\_\_  
Address

New Orleans, LA 70115

\_\_\_\_\_  
City/ State and Zip Code

sean@seanllc.com

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

For further information concerning this matter, please call:

Sean Morrison

\_\_\_\_\_  
Name of Contact Person

at ( 504 )

308-0108

\_\_\_\_\_  
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  
15 NOV 30 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pay Cell Systems, Inc.

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

(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:**

Pay Sell Co.

*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

(Florida street address)

New Registered Office 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



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

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

Please see attached sheet.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**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

[illegible]

11/01/2015

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 11/3/2015 \_\_\_\_\_

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)

Sean Morrison for Jibril Sulaiman

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)

## New Article

### Article IV - Stock

The Corporation may issue a maximum of 10,000,000 shares of common stock, consisting of 8,500,000 shares of Class A common stock and 1,500,000 shares Class B common stock (together, "Common Shares"). The existing 1,500,000 shares owned by the Corporation are converted to Class B non-voting common stock.

#### A. Class A Common Stock

Class A common stock has the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each Class A common stock has one vote per share on matters on which holders of common stock are entitled to vote.

#### B. Class B non-voting common stock

1) Same Rights as Class A. Except with respect to voting rights and as otherwise specifically provided in these Articles of Incorporation, Class B non-voting common stock have the same preferences, limitations, and relative rights as, and are identical in all respects to, the Class A common stock.

2) No Voting Rights. Except as required by Florida law or these Articles of Incorporation, Class B non-voting common stock do not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation.

#### C. Dividends.

The holders of Common Shares are entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors. Dividends may only be issued after the Corporation has complied with any requirements for setting aside sums as sinking funds or as redemption or purchase accounts.

#### D. Distributions.

The holders of Common Shares are entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Common Shares held by each, with each share being proportionally equal in relation to the sum total of the two classes.

#### E. Issuance.

Common Shares of either class may be issued from time to time on such terms and for such consideration as is determined by the Board of Directors.

# POWER OF ATTORNEY

This Power of Attorney is granted by Pay Cell Systems, Inc., a Florida Corporation with registered office at 418 W Garden St., Pensacola, Florida 32505 ("Company"). The President of the Company appoints Sean Morrison of the Sean Morrison Law Offices LLC ("Agent") as the Company's limited attorney-in-fact with the following conditions:

The Agent may act and sign (including electronic signatures) for the Company regarding:

1. State corporate filings;
2. Taxes;
3. Business licenses; and
4. Checks, drafts, and negotiable instruments that may be issued in connection with the Company and to deposit funds into the client trust account.

**Durability.** This power of attorney expires when revoked by the Company in writing.

**Reliance by Third Parties.** Third parties may rely on the representations of the Agent as to all matters outlined above. No person who acts in reliance on the representations of the Agent or the authority granted under this power of attorney will be liable to the Company for permitting the Agent to exercise any power prior to actual knowledge that the power of attorney has been revoked or terminated by operation of law or otherwise.

**Indemnification of Agent.** The Agent is not liable to the Company for acting or refraining from acting under this power, except for the Agent's own misconduct or negligence, or willful misconduct. The Company agrees to indemnify and hold harmless the Agent for any court costs, civil judgments, or reasonable attorney fees incurred as a result of exercising these powers.

**Original Counterparts.** Photocopies of this signed power of attorney are treated as original counterparts.

Company:

Carl Jibril Sulaiman II (CJS)

Jibril Sulaiman

President

Pay Cell Systems, Inc.

Date

JaJuan Meelain (JM)

Witness

Date

Troy Kyles (TK)

Witness

Date





## POA.pdf

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### E-Signature Summary

#### E-Signature 1: Carl Jibril Sulaiman II (CJS)

Nov 19, 2015 08:48:31 PST [0EDAB31C875C] [70.209.20.168]  
jsulaiman@paycellsystems.com

#### E-Signature 2: Jajuan McClain (JM)

Nov 19, 2015 08:53:47 PST [58ABDFA1AECC] [98.242.108.227]  
jajuan@paycellsystems.com

#### E-Signature 3: Troy Kyles (TK)

Nov 19, 2015 08:58:49 PST [70D397CFCC76] [70.191.226.210]  
troy@paycellsystems.com

