

Jun 28, 2012 3:27PM
Division of Corporations

Barnett, Bolt

No. 3848 Page 2 of 1

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended
Restated
NC*



June 28, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MYCYBERSHIELD INC.
8228 SW 42ND AVENUE
GAINESVILLE, FL 32608

SUBJECT: MYCYBERSHIELD INC.
REF: P11000108382

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H12000171000
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ARTICLES OF AMENDMENT AND RESTATEMENT
OF
MYCYBERSHIELD, INC.

FILED
2012 JUN 28 A 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 and 607.1003(6) of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of MyCyberShield, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is MyCyberShield, Inc.
2. The Articles of Incorporation, as amended and restated, are set forth on Exhibit A attached hereto (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval. Specifically, the Amended and Restated Articles amend the Articles of Incorporation to:
 - (a) change the name of the Corporation to NetClarify, Inc.;
 - (b) create a new class of preferred stock of the Corporation, designated as Class A Voting preferred shares;
 - (c) create a new class of preferred stock of the Corporation, designated as Class B Non-Voting preferred shares;
 - (d) create a new class of preferred stock of the Corporation, designated as Class C Non-Voting preferred shares;
 - (e) remove any class designation from the common stock of the Corporation so that all shares of common stock are referred to as Common Stock; and
 - (f) set forth the designations, rights, preferences, powers, restrictions and limitations of the stock of the Corporation.
4. The shareholders of the Corporation adopted the Amended and Restated Articles by the written consent of the Shareholders on June 28, 2012, as permitted by Section 607.0704 of the Florida Statutes.
5. The sole voting group entitled to vote on this amendment is comprised of the

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holders of Class A voting shares of common stock, and the number of votes cast for the amendment by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement this 28th day of June, 2012.

MYCYBERSHIELD, INC.

By:



Adam J. Gross, President

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MYCYBERSHIELD, INC.

The Amended and Restated Articles of Incorporation of NETCLARIFY, INC., shall read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is:

NetClarify, Inc.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office of the Corporation is 747 SW 2nd Avenue, Gainesville, Florida 32601, and the mailing address of the Corporation is 8228 SW 42nd Avenue, Gainesville, Florida 32608.

ARTICLE IV

Capital Stock

A. Authorized Capitalization. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 400,000,000, par value \$.001, consisting of (i) 100,000,000 Class A Voting preferred shares ("Class A Preferred Shares"), (ii) 100,000,000 Class B Non-Voting preferred shares ("Class B Preferred Shares"), (iii) 100,000,000

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Convertible Class C Non-Voting preferred shares ("Class C Convertible Preferred Shares") and (iv) 100,000,000 common shares ("Common Shares"). All stock shall be fully paid and non-assessable.

B. Designations. The designations, rights, preferences, powers, restrictions and limitations of the stock of the Corporation are as follows:

1. Dividends. All shares of capital stock of the Corporation shall be *pari passu* with respect to dividends payable on the capital stock of the Corporation (if any) declared by the Board of Directors of the Corporation.

2. Preference on Liquidation. If the Corporation liquidates, dissolves or winds up its affairs (whether voluntarily or involuntarily) (a "Liquidation Event"), after paying or providing for payment of its debts and other liabilities, the Corporation shall distribute its assets to the shareholders as follows:

(a) The Corporation shall pay to the holders of Class B Preferred Shares, before paying any amounts to the holders of any other class or series of the Corporation's stock, a cash amount of One Dollar (\$1.00) for each Class B Preferred Share outstanding (the "Class B Preferred Share Liquidation Preference"). If its assets to be distributed among the holders of Class B Preferred Shares on a Liquidation Event are insufficient to permit the Corporation to pay the full Class B Preferred Share Liquidation Preference for each Class B Preferred Share outstanding, the Corporation shall distribute its assets among the holders of Class B Preferred Shares ratably based on the respective amounts otherwise payable to them.

(b) The Corporation shall pay to the holders of Class A Preferred Shares, before paying any amounts to the holders of any other class or series of the Corporation's stock (other than the Class B Preferred Share Liquidation Preference), a cash amount of One Dollar (\$1.00) for each Class A Preferred Share outstanding (the "Class A

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Preferred Share Liquidation Preference"). If its assets to be distributed among the holders of Class A Preferred Shares on a Liquidation Event are insufficient to permit the Corporation to pay the full Class A Preferred Share Liquidation Preference for each Class A Preferred Share outstanding, the Corporation shall distribute its assets among the holders of Class A Preferred Shares ratably based on the respective amounts otherwise payable to them.

(c) The Corporation shall pay to the holders of Class C Convertible Preferred Shares, before paying any amounts to the holders of any other class or series of the Corporation's stock (other than the Class B Preferred Share Liquidation and the Class A Preferred Share Liquidation Preference), a cash amount of One Dollar (\$1.00) for each Class C Convertible Preferred Share outstanding (the "Class C Convertible Preferred Share Liquidation Preference"). If its assets to be distributed among the holders of Class C Convertible Preferred Shares on a Liquidation Event are insufficient to permit the Corporation to pay the full Class C Convertible Preferred Share Liquidation Preference for each Class C Convertible Preferred Share outstanding, the Corporation shall distribute its assets among the holders of Class C Convertible Preferred Shares ratably based on the respective amounts otherwise payable to them.

(d) Upon completion of the distribution of the Class B Preferred Share Liquidation Preference, the Class A Preferred Share Liquidation Preference and the Class C Convertible Preferred Share Liquidation Preference, any additional assets of the Corporation available for distribution to shareholders shall be distributed among the holders of the Corporation's capital stock (including the Class A Preferred Shares, the Class B Preferred Shares and the Class C Convertible Preferred Shares), pro rata based on the number of shares of stock held by each.

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(e) Notwithstanding the preceding provisions of this paragraph 2, if a Liquidation Event occurs after the date of a Liquidity Event (as defined below), then no shareholder of the Corporation shall be entitled to a liquidation preference, and the Corporation shall distribute its assets to its shareholders, after paying or providing for payment of its debts and other liabilities, pro rata based on the number of shares of stock held by each. The term "Liquidity Event" shall mean the earlier of (i) the date on which the Corporation has received at least One Million Dollars (\$1,000,000) from the sale of its securities to one or more institutional investors; or (ii) the date on which any class or series of securities of the Corporation is registered for sale on a national securities exchange.

3. Conversion. Each of the Class C Convertible Preferred Shares shall automatically convert, at a value of One Dollar (\$1.00) per share, into Common Stock valued at a price per share equal to the lesser of (i) seventy percent (70%) of the most recent price per share paid by an investor to purchase Common Stock from the Corporation, or (ii) Two Dollars (\$2.00), at such time as Corporation receives at least \$1,000,000 from the sale of its equity securities on or after June 30, 2012 (a "Conversion Event"). Upon a Conversion Event, the Corporation shall deliver a written notice to each holder of Class C Convertible Preferred Shares stating that a Conversion Event has occurred. The holder shall, as soon as practicable thereafter, deliver to the Corporation the certificate or certificates representing the Class C Convertible Preferred Shares to be converted, duly endorsed. The Corporation, as soon as practical thereafter, shall deliver to such holder a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class C Convertible Preferred Shares.

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4. Reissuance of Class C Convertible Preferred Stock. No shares of Series Class C Convertible Preferred Stock which have been converted into Common Stock after the original issuance thereof, or which have been reacquired by the corporation, shall be reissued and all such shares so converted or reacquired shall, upon such conversion or reacquisition, cease to be a part of the authorized Class C Convertible Preferred Stock of the corporation.

5. Voting. Holders of the Corporation's Class A Preferred Shares shall be entitled to all rights to vote granted to holders of the Corporation's stock under the Florida Business Corporation Act. Each Class A Preferred Share is entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Holders of Class B Preferred Shares, Class C Convertible Preferred Shares and/or Common Shares shall not be entitled to vote on any matter except as required by law.

ARTICLE V

Removal of Director

The shareholders may remove a director at any time for "Cause" (as defined in the Bylaws of the corporation) by the affirmative vote of the shareholders entitled to vote for the election of the director sought to be removed.

ARTICLE VI

Initial Directors

The names of the members of the initial board of directors, who, subject to the provisions of the Articles of Incorporation, the Bylaws of the Corporation and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Adam J. Gross
Jon L. Mills

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Arnold Heggstad
Glen W. Sturm
Andrew Reiser
Joshua Dorward

ARTICLE VII

Officers

The initial officers of the Corporation are as follows:

Adam J. Gross	CEO, President, Secretary
Jon L. Mills	Chairman, Treasurer
Arnold Heggstad	Vice Chairman
Glen W. Sturm	Vice President

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors.

ARTICLE VIII

Special Meetings of Shareholders

Special meetings of shareholders, other than those required by Section 607.0701 of the Florida statutes, may be called in accordance with Section 607.0702 of the Florida statutes, at any time by a majority of the Directors of the Corporation, by the President, or upon the written request of not less than fifty percent of the shareholders entitled to vote.

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ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8228 SW 42nd Avenue, Gainesville, Florida 32608, and the name of the initial registered agent of the Corporation at that address is Adam J. Gross.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

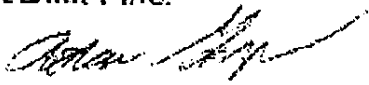
ARTICLE XI

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 28th day of June, 2012.

NETCLARIFY INC.

By: 
Adam J. Gross, President