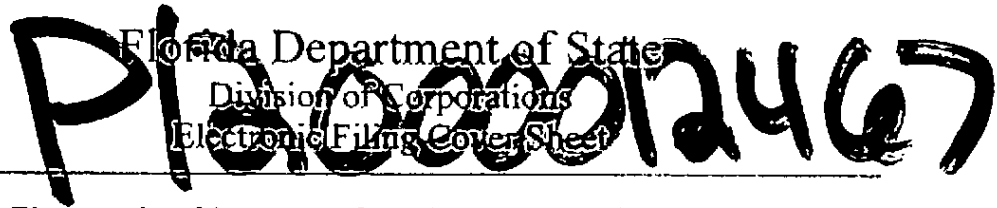


## Division of Corporations

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## To:

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

## From:

Account Name : KANOUSE & WALKER, P.A.  
Account Number : 105503003644  
Phone : (561) 451-8090  
Fax Number : (561) 451-8089

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 2019 AUG 22 AM 11:54  
 TALLAHASSEE, FL  
 SECRETARY OF STATE

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
3I TECH WORKS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AUG 23 2019  
 C Kinsey

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**FOURTH AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
3I TECH WORKS, INC.**

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2019 AUG 22 AM 11:54  
SPRINGFIELD, FL  
TALAMASSEE, FL

1. The name of the corporation is 3i Tech Works, Inc. (the "Corporation") and was incorporated on February 6, 2012 under document number P12000012467.

2. Article IV of the Articles of Incorporation is amended in its entirety to read:

The Corporation is authorized to issue Preferred Stock and Common Stock as follows:

A. **PREFERRED STOCK.** There are authorized 1,000,000 Shares of Preferred Stock of the Corporation composed of 250,000 Shares of Class A Preferred Stock (the "Class A Preferred Stock") and 750,000 shares of Class B Preferred Stock (the Class B Preferred Stock"). The Class A Preferred Stock and the Class B Preferred Stock are collectively referred to as the "Preferred Stock." The rights, preferences, powers, restrictions and limitations of the Preferred Stock are set forth below.

(1) **Sale of Class A Preferred Shares.** Each Share of Class A Preferred Stock will be sold only to current holders of the Corporation's Common Shares at a price of \$1.00 per Share with the minimum purchase amount of \$5,000 Class A Preferred Shares.

(2) **Interest on Class A Preferred Stock**

(a) **Interest.** From the date of issuance of any Class A Preferred Share, cumulative interest on the Class A Preferred Share will accrue on a daily basis at the rate of 8% per annum. All accrued interest on any issued Class A Preferred Share will be paid in cash to the Shareholder quarterly with the first payment due on December 1, 2019 and on the 1<sup>st</sup> day of each March, June, September and December thereafter provided sufficient funds are available for payment.

(b) **Priority.** All accrued and accumulated interest on the issued Class A Preferred Stock is prior and in preference to any dividend or interest on all the issued and outstanding Class B Preferred Stock and all issued and outstanding Common Stock and will be fully declared and paid before any dividends are declared and paid, or any other distributions or redemptions are made, on any issued and outstanding Class B Preferred Shares and Common Shares provided sufficient funds are available for payment.

(3) **Interest on Class B Preferred Stock**

(a) **Interest.** From the date of Issuance of any Class B Preferred Share, cumulative interest on the Class B Preferred Share will accrue on a daily basis at the rate of 6% per annum. All accrued interest on any issued Class B Preferred Share

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will be paid in cash to the Shareholder quarterly with the first payment due on December 1, 2019 and on the 1<sup>st</sup> day of each March, June, September and December thereafter but only after all interest due to all issued and outstanding Class A Preferred Shares have been paid in full and provided sufficient funds are available for payment.

(b) **Priority.** All accrued and accumulated interest on the Class B Preferred Stock is prior and in preference to any dividend or interest on all the issued and outstanding Common Stock and will be fully declared and paid before any dividends are declared and paid, or any other distributions or redemptions are made, on any issued and outstanding Common Shares.

(4) **Rank and Liquidation**

(a) **Rank.** With respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all Shares of Preferred Stock have the same priority but rank senior to all Common Stock.

(b) **Liquidation.** Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Shares of Preferred Stock then outstanding are entitled to be paid out of the assets of the Corporation available for distribution to its Shareholders, before any payment is made to the holders of Common Stock, an amount in cash equal to the aggregate Liquidation Value (as defined below), plus all unpaid accrued and accumulated dividends on all Preferred Stock (regardless of whether declared). If the funds are not sufficient to pay out the full Liquidation Value to all holders of Shares of Preferred Stock, the Liquidation Value will be paid to the holders pro rata based each holder's Liquidation Value relative to the Liquidation Value of all holders of Shares of Preferred Stock.

(c) **Liquidation Value**" means, with respect to a holder of Shares of Preferred Stock, is \$1.00 per share of Preferred Stock plus any accrued but unpaid interest.

(5) **Conversion Rights**

(a) **Elective Conversion.** Each Share of Preferred Stock is convertible at any time by the holder into 1 Share of Common Stock at a price equal to 80% of the most recent sale price of Shares of Common Stock purchased.

(b) **Effect of Conversion.** All Shares of Preferred Stock converted will no longer be deemed issued and outstanding as of the effective time of the applicable conversion, and all rights with respect to the Preferred Stock

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immediately cease and terminate as of that time, other than the right of the holder to receive Shares of Common Stock in exchange for the Shares of Preferred Stock.

(6) **Voting Rights.** Each Share of Preferred Stock has no right to vote on any matter to be submitted for a vote to the Shareholders of the Corporation.

(7) **Adjustment.** If the Corporation at any time after the issuance of any Share of Preferred Stock: (a) declares any dividend on Common Stock payable in Shares of Common Stock; (b) subdivides or effectuates any stock-split of the outstanding Common Stock; or (c) combines or recapitalizes the outstanding Common Stock into a different number of Shares, then in each case the Corporation will simultaneously effect a proportional adjustment to the number of outstanding Shares of Preferred Stock.

(8) **Consolidation, Merger, Etc.** If the Corporation enters into any consolidation, merger, combination or other transaction in which the Shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the Shares of Preferred Stock will at the same time be similarly exchanged or changed into preferred stock of the surviving Corporation with the same rights and preferences as the Class A Preferred Stock and the Class B Preferred Stock.

(9) **Waiver.** Any of the rights, powers, preferences and other terms of the Preferred Stock may be waived on behalf of a holder of Preferred Shares in its, his or her sole discretion.

**B. COMMON STOCK.** The Corporation is authorized to issue 50,000,000 Shares of no par value Common Stock.

3. The foregoing Fourth Amendment to Articles of Incorporation was approved by all of the Directors pursuant to the Consent of Directors signed as of August 8, 2019 and the Consent of the Majority Shareholder dated August 22, 2019.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has signed this Fourth Amendment to Articles of Incorporation on August 22, 2019.

  
\_\_\_\_\_  
Joseph P. Riano, President

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on August 22, 2019 by Joseph P. Riano, as President of 3i Tech Works, Inc., a Florida corporation, on behalf of the Corporation. He personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:

sign

Keith J. Kanouse

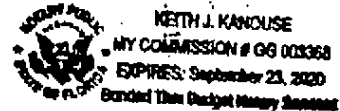
print

Keith J. Kanouse

Personally Known ☒ or Produced Identification \_\_\_\_\_

Type of Identification Produced:

\_\_\_\_\_



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