

Am
OCT 16 2013
R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GeoNet Corp.

DOCUMENT NUMBER: P12000099710

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

Please return all correspondence concerning this matter to the following:

Riccardo Pisano

Name of Contact Person

GeoNet Corp.

Firm/ Company

2430 NE 135th st. Suite 108

Address

North Miami, FL 33181

City/ State and Zip Code

riccardo@geowinks.com

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

For further information concerning this matter, please call:

Riccardo Pisano at (954) 864-1652
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

OCT -7 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GEONET CORP.

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

P120000 99710

(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:

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: _____, 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

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:

X Change PT John Doe

X Remove V Mike Jones

X 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	_____	_____	_____

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 is no text or other markings on the paper.

GeoNet Corp., a Florida Corporation with Document Number P12000099710 has been acquired by GeoNet Corp. a Delaware Corporation with Document Number 5393030. As per F.S. 607.1105, please find attached the Plan of Share Exchange approved by the shareholders of GeoNet Corp. (Florida) and the Board of Directors of GeoNet Corp. (Delaware).

The date of each amendment(s) adoption: September 6, 2013, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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

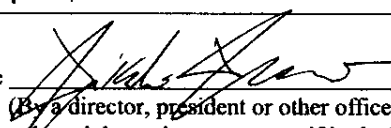
by _____."
(voting group)

☐ 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 Sept. 6, 2013

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)

RICCARDO PIZANO

(Typed or printed name of person signing)

CEO

(Title of person signing)

Plan of Share Exchange

This **Plan of Share Exchange** (hereinafter called the "**plan**") made this 5th day of September, 2013, by and between GeoNet Corp., a Delaware corporation (hereinafter "**GeoNet Delaware**"), with capital stock, organized and existing pursuant to the provisions of Del. Code, Title 8, Chapter 1, with its registered office located at 1521 Concord Pike #303, in the City of Wilmington, County of New Castle, State of Delaware, Zip Code 19803, whose registered agent at such address is A Registered Agent INC, and principal place of business located at 2430 NE 135th street, Suite 108, in the City of North Miami, State of Florida, Zip Code 33181; and GeoNet Corp., a Florida corporation (hereinafter "**GeoNet Florida**"), with capital stock, organized and existing pursuant to F.S. Chapter 607, with its registered office and principal place of business located at 2430 NE 135th street, Suite 108, in the City of North Miami, State of Florida, Zip Code 33181, and whose registered agent is Riccardo Pisano (hereinafter called "**GeoNet Florida**"), said corporations being hereinafter sometimes collectively referred to as the "**parties**."

WHEREAS, **GeoNet Delaware** and **GeoNet Florida** have each determined that the transactions contemplated by this Agreement, on the terms and conditions of this Agreement, would be advantageous and beneficial to their respective companies and shareholders.

WHEREAS, for United States federal income tax purposes, the transactions contemplated hereby are intended to qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended (together with all rules and regulations issued thereunder (the "Code")) and this Agreement is intended to be adopted as a plan of reorganization for purposes of Section 368 of the Code.

NOW, THEREFORE, in consideration of the premises and the representations, warranties and agreements herein contained, the parties hereto agree as follows:

ARTICLE I EXCHANGE OF STOCK

SECTION 1.1. EXCHANGE. Subject to the terms and conditions of this Agreement, (a) **GeoNet Florida** will transfer to **GeoNet Delaware** 100,000 shares of Common Stock of **GeoNet Florida** (hereinafter "**the Florida shares**") owned by Riccardo Pisano (47,850 shares), Gretel Echarte (44,650 shares), Loris De Vincenzi (3,000 shares), Umberto Pisano (2,000 shares), Diego Torresin (1,500 shares), and Anna Deplano (1,000 shares) and (b) **GeoNet Delaware** will transfer shares of **GeoNet Delaware** to Riccardo Pisano 2,000,000 shares of Common Stock, 1,000,000 shares of Series FF Preferred Stock and 180,401 of Series Seed Preferred Stock; to Gretel Echarte 2,000,000 shares of Common Stock and 1,000,000 shares of Series FF Preferred Stock; to Loris De Vincenzi 200,445 shares of Series Seed Preferred Stock; to Umberto Pisano 133,630 shares of Series Seed Preferred Stock; to Diego Torresin 100,223 shares of Series Seed Preferred Stock, and to Anna Deplano 66,815 shares of Series Seed Preferred Stock (hereinafter "**the Delaware shares**").

SECTION 2.1. THE CLOSING.

(a) Subject to the terms and conditions of this Agreement, the closing of the transactions contemplated by this Agreement (the "Closing") shall take place as promptly as possible, or at such other time as shall be mutually agreed upon by **GeoNet Delaware** and **GeoNet Florida**.

(b) Subject to the conditions set forth in this Agreement, the parties agree to consummate the following transactions at the Closing:

(i) **GeoNet Florida** shall assign and transfer to **GeoNet Delaware** the Florida shares, by physically delivering to **GeoNet Delaware** the stock certificates representing the Florida shares being sold, duly endorsed and in a manner sufficient to validly transfer the Florida shares to **GeoNet Delaware**; and

(ii) **GeoNet Delaware** shall assign and transfer the Delaware shares as provided in section 1.1 of this Plan, by physically delivering to the shareholders mentioned in section 1.1 of this plan, one (1) or more stock certificates representing the Delaware shares being sold, duly endorsed in a manner sufficient to validly transfer the Delaware share to the shareholders mentioned in section 1.1.

SECTION 2.2. OWNERSHIP; TRANSFERABILITY. The shares transferred pursuant to this Plan, section 1.1, shall be transferred free and clear of any Encumbrance or restriction on transfer, other than restrictions under the applicable law.

SECTION 2.3. CLOSING EFFORTS. Each of the parties hereto shall use its commercially reasonable efforts to take all actions and to do all things necessary, proper or advisable to consummate the transactions contemplated by this Plan.

ARTICLE III

TERMINATION

SECTION 3.1. TERMINATION BY MUTUAL CONSENT. This Plan may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Closing by the written consent of each party hereto.

SECTION 3.2. EFFECT OF TERMINATION AND ABANDONMENT. In the event of termination of this Plan pursuant to this Article III hereof, no party hereto or, its directors or officers or other controlling persons shall have any liability or further obligation to any other party hereto pursuant to this Plan, except that Article III hereof shall survive termination of this Plan, and nothing herein will relieve any party hereto from liability for any breach of this Agreement occurring prior to such termination.

ARTICLE IV

SECTION 4.1. ENTIRE AGREEMENT. This Plan constitutes the entire agreement between the parties hereto and supersedes all prior agreements and understandings, both written and oral, with respect to the subject matter hereof.

SECTION 4.2. AMENDMENT. Any term of this Plan may be modified or amended only by an instrument in writing signed by each of the parties hereto.

SECTION 4.3. SEVERABILITY. If one or more provisions of this Plan are held to be unenforceable under applicable law, such provision shall be excluded from this Plan and the balance of the Plan shall be interpreted as if such provision were so excluded and shall be enforced in accordance with its terms.

Article V
SHAREHOLDER'S APPROVAL

Upon approval of the **plan** by resolutions adopted by a majority of the directors of the parties, the **plan** shall be submitted to the shareholders of the parties for approval and adoption by the affirmative vote or consent of at least a simple majority of the votes which would be entitled to be cast by shareholders of **GeoNet Florida** present at each such meeting of shareholder where a quorum is present. Approval by a majority of the directors of **GeoNet Delaware** shall bind said corporation as set forth by Del. Code § 251 (f) and F.S. 607.1103 (7).

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Share Exchange to be duly executed and delivered as of the date set forth above.

GeoNet Corp.
1521 Concord Pike #303
Wilmington, Delaware
19803

By: 

Name: RICCARDO PISANO
Title: CEO

GeoNet Corp.
2430 NE 135th st. Unit 108
North Miami, Florida
33181

By: 

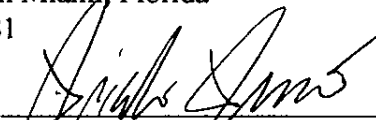
Name: RICCARDO PISANO
Title: CEO

The foregoing **plan**, having been approved by the board of directors of **GeoNet Florida** at a special meeting of such board duly called and held on September 5, 2013, at which meeting all of the directors were present and acting throughout, unanimously adopted resolutions so doing and directing that said plan of share exchange be submitted for approval and adoption by **GeoNet Florida** shareholders, and **GeoNet Florida** shareholders having approved and adopted said plan of share exchange at a special meeting duly called on September 6, 2013, by the affirmative vote of all the shareholders, the undersigned, being the President and Vice-President respectively of

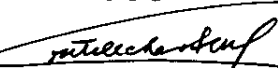
GeoNet Florida and the holders of the majority of voting shares of said corporation, do hereby execute this plan of share exchange as the act and deed of said corporation, this 6th day of September, of 2013.

GeoNet Corp.
2430 NE 135th st. Unit 108
North Miami, Florida
33181

By:


Name: RICCARDO PISANO
Title: CEO

By:


Name: GRETEL ECHAZTE
Title: VP.