

P13000065456

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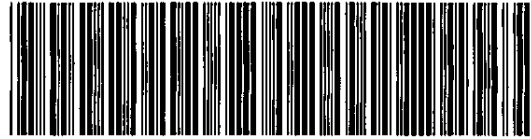
(Business Entity Name)

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TALLAHASSEE, FLORIDA

SEP 05 2014

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: QxC Communications, Inc
DOCUMENT NUMBER: P 130000 65456

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

Please return all correspondence concerning this matter to the following:

John Von Stein
Name of Contact Person
QxC Communications
Firm/ Company
102 NE 2nd Street, Suite 136
Address
Boca Raton, FL 33432
City/ State and Zip Code
info @ QxCcommunications.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Von Stein at (561) 288-6989
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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF QXC COMMUNICATIONS, INC.

Whereas, the Articles of Incorporation of the Corporation (as defined in Article I below) were filed with the Florida Department of State on August 6, 2013;

Whereas, the sole incorporator of the Corporation desires to amend and restate the Articles of Incorporation prior to the election of any directors of the Corporation or the issuance of any shares of any class of capital stock of the Corporation pursuant to the Florida General Corporation Law, as amended;

Now, Therefore, Be it Resolved, that the Articles of Incorporation of the Corporation be and hereby is amended and restated in their entirety as follows:

ARTICLE I

The name of this corporation is QXC COMMUNICATIONS, INC. (the "Corporation").

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607, Florida Statutes) as the same exists or may hereafter be amended (the "Act").

ARTICLE III

The address of the Corporation's registered office in the State of Florida is 102 NE 2nd Street, Suite 136 Boca Raton, FL 33432.

ARTICLE IV

The name and address of the current Registered Agent is John Von Stein, 102 NE 2nd Street, Suite 136, Boca Raton, FL 33432.

ARTICLE V

The initial officer(s) and/or director(s) of the Corporation is/are:

Title: CEO
John Von Stein
102 NE 2nd Street, Suite 136
Boca Raton, FL 33432

JVS

ARTICLE VI

The Corporation is authorized to issue 30,000,000 shares of the Corporation's common stock, par value \$0.001 per share ("Common Stock").

Of the 30,000,000 authorized shares of Common Stock, the Corporation is authorized to issue the following classes of stock:

(a) Class A Common Stock (Voting) (the "Class A Common Stock"). The total number of shares of Class A Common Stock which the Corporation shall have authority to issue is ten million (10,000,000) shares, par value \$0.001 per share. Each share of Class A Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote.

(b) Class B Common Stock (Non-Voting) (the "Class B Common Stock"). The total number of shares of Class B Common Stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares, par value \$0.001 per share. The Class B Commons Stock shall have the same relative rights and privileges as the Class A Common Stock; provided, however, that the Class B Common Stock shall be non-voting and the Class B Common Stock shall not have the right to vote on any matter submitted for a vote to the stockholders of the Corporation.

(c) Matters Submitted to the Stockholders. Except with respect to the election of the Board of Directors of the Corporation (the "Board"), the subject of which is addressed in Article IX of this Amended and Restated Articles of Incorporation, all matters submitted to the stockholders for vote shall require the affirmative vote of the stockholders holding a majority of the shares of the Class A Common Stock of the Corporation.

ARTICLE VII

The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by statute or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

ARTICLE VIII

To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any

predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The Corporation is to have perpetual existence.

ARTICLE X

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

A. The number of directors which constitute the Board shall be no less than one (1) and up to five (5). The CEO will, in all cases, be the Chairman of the Board. The holders of the Class A Stock shall be entitled to elect up to three (3) directors. The holders of the Class B Common Stock shall be entitled to elect up to one (1) director. In the event of the resignation, death or removal of a director for any reason, the Class of Stock electing such director shall be entitled to elect a successor. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

B. Unless otherwise restricted by statute, by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, any director, or all of the directors, may be removed from the Board, with or without cause, but only by the affirmative vote of the holders of a simple majority of the Class of Stock electing the director(s).

ARTICLE XII

The Board is expressly empowered to adopt, amend or repeal any of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board shall require the approval of a majority of the Board. The holders of Class A Common Stock shall also have power to adopt, amend or repeal the Bylaws of the Corporation by the affirmative vote of the holders of a majority of Class A Common Stock.

ARTICLE XIII

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide.

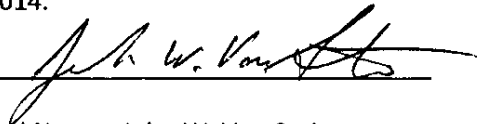
JVS

ARTICLE XIV

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by these Amended and Restated Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of each Class of Stock shall be required to amend or repeal this Article XIV, and Article VII, Article VIII, Article XI or Article XII of these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation were adopted by the Incorporator of the Corporation without shareholder action and shareholder action was not required.

I, the Undersigned, do make, file and record these Amended and Restated Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this August 15, 2014.

By: 

Printed Name: John W. Von Stein

Title: Incorporator