

P13000068431

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R. WHITE

FILED
15 APR 17 PM 3:29
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMART RX SYSTEMS, INC.

DOCUMENT NUMBER: P13000068431

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

Please return all correspondence concerning this matter to the following:

SANDEEP MATHOW

Name of Contact Person

SMART RX SYSTEMS, INC

Firm/ Company

5703 RED BUG LAKE ROAD #256

Address

WINTER SPRINGS FLORIDA 32708

City/ State and Zip Code

INFO@SMARTRXSYSTEMS.COM

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

For further information concerning this matter, please call:

SANDEEP MATHOW

Name of Contact Person

at (407) 536-5696

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

SMART RX SYSTEMS, INC.

FILED
15 APR 17 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

P13000068431

(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:

| | | |
|-----------------|-----------|--------------------|
| <u>X</u> Change | <u>PT</u> | <u>John Doe</u> |
| <u>X</u> Remove | <u>V</u> | <u>Mike Jones</u> |
| <u>X</u> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|-------------|----------------|
| 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 | | | _____ |

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

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

ARTICLE V BOARD OF DIRECTORS

PLEASE SEE ATTACHED COPY

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)

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)

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 APRIL 14, 2015

Signature SANDEEP MATHOW

(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)

SANDEEP MATHOW

(Typed or printed name of person signing)

CEO


(Title of person signing)

ARTICLE V
BOARD OF DIRECTORS

The number of directors constituting the corporation's Board of Directors (each member thereof, a "Director") shall be at most seven (7) and shall be elected as follows: (a) one Director shall be Sandeep Mathow, (b) one Director shall be the Santu Rohatgi, (c) one Director shall be Dr. Priti Patel. These three Directors shall keep the Board seat at personal discretion till the company is a public company. (d) One Director Board seat is reserved for a Preferred Investor with a minimum investment of \$2,000,000. This Director would be elected by the majority of existing Board Directors, and (d) the remaining Directors shall be elected by the holders of a majority of the outstanding shares of stock of the Corporation voting together on a fully-diluted basis.

The Board of Directors shall not declare, pay or set aside dividends on shares of any other class or series of capital stock of the Corporation unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, dividends on each outstanding share of Series A Preferred Stock in amount equal to the Preferred Dividend Rate. Dividends may be paid in cash or shares of Common Stock.

Pursuant to Section 607.0602, Florida Statutes, the Directors are authorized, without the approval of the Stockholders, to (a) provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and determine the preferences, limitations and relative rights thereof and (b) issue Common Stock or Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Statutes and subject to any limitations as set forth herein.


SANDEEP MATHOW.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the corporation's Board of Directors (each member thereof, a "Director") shall be at most seven (7) and shall be elected as follows: (a) one Director shall be Sandeep Mathow, (b) one Director shall be the Santu Rohatgi, (c) one Director shall be Dr. Priti Patel. These three Directors shall keep the Board seat at personal discretion till the company is a public company. (d) One Director Board seat is reserved for a Preferred Investor with a minimum investment of \$2,000,000. This Director would be elected by the majority of existing Board Directors, and (d) the remaining Directors shall be elected by the holders of a majority of the outstanding shares of stock of the Corporation voting together on a fully-diluted basis.

The Board of Directors shall not declare, pay or set aside dividends on shares of any other class or series of capital stock of the Corporation unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, dividends on each outstanding share of Series A Preferred Stock in amount equal to the Preferred Dividend Rate. Dividends may be paid in cash or shares of Common Stock.

Pursuant to Section 607.0602, Florida Statutes, the Directors are authorized, without the approval of the Stockholders, to (a) provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and determine the preferences, limitations and relative rights thereof and (b) issue Common Stock or Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Statutes and subject to any limitations as set forth herein.



SANDEEP MATHOW