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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 DEC 12 PM 3:39

DEC 14 2016

C LEWIS

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:

SANTU ROHATGI
Name of Contact Person
SMART RX SYSYSTEMS, INC.

Firm/ Company

5703 RED BUG LAKE ROAD #256
Address

WINTER SPRINGS, FLORIDA 32708
City/ State and Zip Code

SANTU.ROHATGI@SMARTRXSYSTEMS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MICHAEL SCILLIA at **(954-254-0044)**
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 type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 DEC 12 PM 3:39

SMART RX SYSTEMS, INC.

(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:

(City)

, Florida

(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) <u>XXX</u> Change	<u>P, D, S</u>	<u>SANDEEP MATHOW</u>	
<u> </u> Add			
<u> </u> Remove			
2) <u> </u> Change	<u>T, D</u>	<u>SANTU ROHATGI</u>	<u>5703 RED BUG LAKE RD. #256</u>
<u>XXX</u> ADD			<u>WINTER SPRINGS, FL. 32708</u>
<u> </u> Remove			
3) <u> </u> Change	<u>S</u>	<u>MICHAEL SCILLIA</u>	<u>4737 N. OCEAN DR. #213</u>
<u>XXX</u> Add			<u>LBTS, FL 33308</u>
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

Amending ARTICLES IV & V, AS ATTACHED

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)

Attachment

ARTICLES OF INCORPORATION

OF

Amendment + SMART RX SYSTEMS, INC.

The language inserted below shall replace in its entirety, Articles IV and V, their Amendments or Re-Statements of the same Article number stated below, resolved and filed prior to November 30, 2016.

ARTICLE IV CAPITAL STOCK OF THE CORPORATION

The capital stock of the Corporation shall consist of (a) 100,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), of various Classes of voting shares and various Series of non-voting shares, as determined and allocated by the Board of Directors; and (b) 50,000,000 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock", of various Series of non-voting shares, as determined and allocated by the Board of Directors. Each Class or Series shall respectively possess the rights, powers and preferences as set forth by resolution of the Board of Directors, but once resolved, any changes to the rights, powers, preferences or features of any Class or Series of Common or Preferred Stock requires a 2/3's vote of the respective holders of that applicable Class or Series of Stock.

The descriptions of the Original Common Shares, Class A Common Shares and Founders' Non-Voting Preferred Shares, as resolved by the Board of Directors, and filed with the State of Florida March 25, 2015, remain active in this Article IV.

The Board may issue other Classes and Series of Common and Preferred Stock without re-statement of these Articles pursuant to the By-Laws of the Corporation.

ARTICLE V BOARD OF DIRECTORS

The terms, conditions and rules governing the Board of Directors shall be as prescribed by the Corporation's By-Laws, as amended from time to time.

The date of each amendment(s) adoption: JANUARY 8, 2016
date this document was signed.

FILED
if other than the
DIVISION OF CORPORATIONS

Effective date if applicable: _____ 2016 DEC 12 PM 3:39
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 NOV. 30, 2016

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)

SANTU ROHATGI

(Typed or printed name of person signing)

DIRECTOR AND CFO

(Title of person signing)

SEE ATTACHED NEXT PAGE