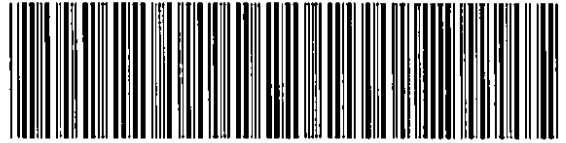


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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2019

CORPORATE ACCESS, INC.
ONEBLADE, INC.

SUBJECT: ONEBLADE, INC.
Ref. Number: P13000081383

*Corrected
File as
1st Date Submitted*

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 619A00009025

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INC.**

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1. ONEBLADE, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONEBLADE, INC.**

ONEBLADE, INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

- (a) The Corporation was originally incorporated pursuant to the Act on October 1, 2013 as "OneBlade, Inc." The original articles of incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on October 1, 2013, together with a Certificate of Conversion also filed on October 1, 2013 with the Secretary of State of the State of Florida, pursuant to which the Corporation was converted from a limited liability company (OneBlade, LLC) to a corporation (OneBlade, Inc.);
- (b) That the Board of Directors of the Corporation duly adopted resolutions approving these Amended and Restated Articles of Incorporation of the Corporation, declaring these Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor;
- (c) The shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation by written consent in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (d) These Amended and Restated Articles of Incorporation restate, integrate and amend the original Articles of Incorporation of the Corporation and the text of the Articles of Incorporation is amended and restated to read in full as follows:

ARTICLE I. NAME

The name of the Corporation is: **ONEBLADE, INC.**

ARTICLE II ADDRESS

The principal place of business of the corporation shall be:

5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

The mailing address of the corporation shall be:

5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

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SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLE III. PURPOSE

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of all classes and series of stock which the Corporation shall have authority to issue is as follows:

forty million (40,000,000) shares of common stock having a par value of \$0.01 per share; and

forty million (40,000,000) shares of preferred stock having a par value of \$0.01 per share; of which twenty-two million (22,000,000) shares will be designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

In accordance with Section 607.0602 of the Act, the Board of Directors of the Corporation shall have the power and authority to designate, from time to time, by duly adopted resolution, series of preferred stock having such designations, limitations and relative rights as the Board of Directors shall deem to be in the best interests of the Corporation.

Statements of the powers and preferences, limitations and relative rights for the Series A Preferred Stock are set forth on Exhibits A.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE VI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII. BOARD OF DIRECTORS

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The names and addresses of the current Directors are:

Tod Barrett
5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

Frank Porter Stansberry
5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

Marco Ferri
5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

Jared Kelly
5802 Berkman Drive, Suite A-B
Austin, Texas 78723-2625

ARTICLE VIII. LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for 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 shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of

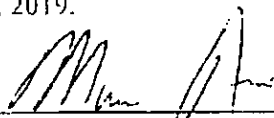
action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX. AMENDMENTS.

Except as provided in Article VIII above, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The date of each amendments adoption is May 3, 2019. Such amendments were approved and adopted by the Shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

I, the undersigned Secretary of the Corporation, have signed these Amended and Restated Articles of Incorporation on the 3rd day of May, 2019.



Marco Ferri, Secretary

EXHIBIT A

DESIGNATION OF RIGHTS OF SERIES A CONVERTIBLE PREFERRED STOCK

1. Designation and Amount. This Exhibit A sets forth the rights of the holders of the Series A Convertible Preferred Stock of the Corporation (the "Series A Preferred Stock"), and the number of shares so designated shall be twenty-two million (22,000,000). The rights, preferences, powers, restrictions and limitations of the Series A Convertible Preferred Stock are set forth herein.

2. Definitions. In addition to the terms defined elsewhere in this Designation of Rights, the following terms have the meanings indicated:

- (a) "Common Stock" shall mean the Corporation's common stock.
- (b) "Conversion Price" shall initially mean thirty-nine and eighty four one-hundredths cents (\$0.3984) for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).
- (c) "Conversion Rate" shall mean the Series A Original Issue Price divided by the Conversion Price.
- (d) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock or Preferred Stock.
- (e) "Corporation" shall mean OneBlade, Inc., a Florida corporation.
- (f) "Junior Securities" shall mean the Common Stock and all other equity or equity equivalent securities of the Corporation other than those securities which are explicitly senior or *pari passu* in rights and liquidation preference to the Series A Preferred Stock.
- (g) "Liquidation Preference" shall mean thirty-nine and eighty four one-hundredths cents (\$0.3984) per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).
- (h) "Original Issue Date" shall mean the date on which the first share of Series A Preferred Stock was issued.
- (i) "Preferred Stock" means the Corporation's preferred stock.
- (j) "Qualified National Exchange" means a securities exchange registered with the U.S. Securities and Exchange Commission under Section 6(a) of the Securities Exchange Act of 1934, as amended, as well as the over the counter markets administered by the OTCQX[®] and the OTCQB[®], and their successor-entities. The OTC Pink[®], OTCBB and their successor-equivalent entities shall not be deemed a "Qualified National Exchange."

(k) "Recapitalization" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

(l) "Senior Securities" shall mean the Series A Preferred Stock and all other series of Preferred Stock of the Corporation that are explicitly senior or *pari passu* in rights and liquidation preference to the Series A Preferred Stock.

(m) "Series A Original Issue Price" shall mean thirty-nine and eighty four one-hundredths cents (\$0.3984) per share (subject to adjustment from time to time for Recapitalizations and as set forth in Section 4(f) herein).

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any Liquidation Event (as defined in Section 3(d)), either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Junior Securities (including Common Stock) by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to (i) the Liquidation Preference specified for such share of Series A Preferred Stock plus (ii) all unpaid accrued and accumulated dividends on such share of Series A Preferred Stock. If upon a Liquidation Event the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then (x) the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro-rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a) and (y) the Corporation shall not make or agree to make any payments to the holders of Junior Securities.

(b) Remaining Assets. After the payment to the holders of Preferred Stock, including to the holders of the Series A Preferred Stock of the full preferential amounts specified above, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro-rata among the holders of Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Conversion Rate (as defined below).

(c) Shares not Treated as Both Series A Preferred Stock and Common Stock in any Distribution. Shares of Series A Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Series A Preferred Stock.

(d) Reorganization. For purposes of this Section 3, a "Liquidation Event" of the Corporation shall be deemed to be occasioned by, or to include: (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is a party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a

transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; or (b) a sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation

(c) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any Liquidation Event other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any securities to be distributed to stockholders in a Liquidation Event shall be valued as follows:

(i) If the securities are then traded on a Qualified National Exchange or OTC Pink, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange over the ten (10) trading day period ending five (5) trading days prior to the distribution; and

(ii) if the securities are not traded on a Qualified National Exchange or actively quoted on the OTC Pink~~®~~, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

In the event of a merger or other acquisition of the Corporation by another entity, the distribution date shall be deemed to be the date such transaction closes.

4. Mandatory Conversion Rights.

(a) Conversion. The Corporation shall have the right to effect the conversion of each share of Series A Preferred Stock then currently outstanding into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share upon the listing by the Corporation of the class of Common Stock on a Qualified National Exchange (such an event, a "Mandatory Conversion Event"). So long as the Common Stock remains listed on a Qualified National Exchange, any shares of Series A Preferred Stock issued following a Mandatory Conversion Event will be automatically converted into Common Stock pursuant to this Section 4(a) at the then effective Conversion Rate on such date of issuance of the Series A Preferred Stock. Notwithstanding the foregoing, the Series A Preferred Stock shall not be subject to conversion pursuant to this Section 4(a) until all outstanding Convertible Securities are also converted into Common Stock.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined in good faith by the Board

of Directors. For such purpose, all shares of Series A Preferred Stock held by each holder of Series A Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, such holder shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of a Mandatory Conversion Event, the outstanding shares of Series A Preferred Stock shall be converted without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Mandatory Conversion Event unless either the certificates evidencing such shares of Series A Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, in which case, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the holder a certificate evidencing the shares of Common Stock. On the date of the occurrence of a Mandatory Conversion Event, each holder of record of shares of Series A Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Series A Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Series A Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder. The issuance of certificates for shares of Common Stock upon conversion of Series A Preferred Stock pursuant to this Section 4 shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

(c) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(d) Adjustments for Subdivisions or Combinations of Series A Preferred Stock. In the event the outstanding shares of Series A Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Series A Preferred Stock, the Series A Original Issue Price and Liquidation Preference of the Series A Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Series A Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares

of Series A Preferred Stock, the Series A Original Issue Price and Liquidation Preference of the Series A Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 4(a) above, if the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Series A Preferred Stock shall have the right thereafter to convert such shares of Series A Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such Series A Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(f) Adjustment of Series A Preferred Stock Conversion Price upon Issuance of Certain Securities. If and whenever on or after the Original Issue Date, the Corporation issues or sells, or is deemed to have issued or sold, any shares of Common Stock or securities convertible or exchangeable into Common Stock other than Excluded Securities (as defined below) for a consideration per share or an implied consideration per share of Common Stock less than a price (the "Applicable Price") equal to the Conversion Price in effect immediately prior to such issuance or sale (such issuance a "Triggering New Issue"), then immediately after such issue or sale, the Conversion Price then in effect shall be deemed to be automatically reduced to an amount equal to one hundred ten percent (110%) of the Applicable Price for such Triggering New Issue; provided that in no instance shall such adjusted Conversion Price be less than then current Conversion Price. After such adjustment of the Conversion Price hereunder, all subsequent conversions of the Series A Preferred Stock into Common Stock shall be effected using the new Conversion Price in the Conversion Rate. For the purposes of this Agreement, "Excluded Securities" are (i) those options and warrants of the Corporation issued prior to, and outstanding on, the Original Issue Date, (ii) the shares of Common Stock issuable on exercise of such options and warrants in subparagraph (i), provided such options and warrants are not amended after the Original Issue Date, and (iii) any options or warrants, or the shares of Common Stock into which such options and warrants are exercisable, which are issued to any employee, officer or director of the Corporation for services provided to the Corporation which have been approved by the compensation committee of the Board of Directors or the majority of the independent members of the Board of Directors.

(g) Effect on Conversion Price of Certain Events. For purposes of determining the adjusted Conversion Price under Section 4(f) above, the following shall be applicable:

(i) Issuance of Options or Warrants. If, after the Original Issue Date, the Corporation in any manner grants any options or warrants other than Excluded Securities and the lowest price per share for which a share of Common Stock is issuable upon the exercise of any such option or warrant is less than the Conversion Price in effect immediately prior to such grant, then such grant of options or

warrants shall be deemed to have been a Triggering New Issue and the Conversion Price shall be deemed to be automatically reset pursuant to Section 4(f) above. No further adjustment of the Conversion Price shall be made upon the actual issuance of any shares of Common Stock upon the exercise of any such options or warrants.

(ii) Issuance of Convertible Securities. If, after the Original Issue Date, the Corporation in any manner issues or sells any Convertible Securities and the lowest price per share of Common Stock at which such Convertible Security is convertible or exchangeable into Common Stock is less than the Conversion Price in effect immediately prior to such issuance or sale, then such issuance or sale shall be deemed to have been a Triggering New Issue and the Conversion Price shall be deemed to be automatically reset pursuant to Section 4(f) above. No further adjustment of the Conversion Price shall be made upon the actual issuance of any shares of Common Stock upon the conversion or exchange of such Convertible Security into shares of Common Stock.

(iii) Change in Option or Warrant Price or Rate of Conversion. If, after the Original Issue Date, the exercise, conversion, exchange, or other price payable provided for in any option, warrant or Convertible Security other than Excluded Securities, upon the exercise, conversion or exchange of any such securities is amended or altered at any time for any reason (any of the foregoing hereinafter referred to as an "Exercise/Conversion Change"), and any such Exercise/Conversion Change results in any of the foregoing securities being exercisable, convertible, or exchangeable at a price per share of Common Stock lower than the Conversion Price in effect immediately prior to such Exercise/Conversion Change, then such Exercise/Conversion Change shall be deemed to have been a Triggering New Issue and the Conversion Price shall be deemed to be automatically reset pursuant to Section 4(f) above.

(iv) No adjustment pursuant to this Section 4(g) shall be made if such adjustment would result in an increase of the Conversion Price above the level that it was immediately prior to the occurrence of any of the foregoing events described in 4(h)(i)-(iii) that would give rise to an adjustment in the Conversion Price.

(h) Waiver of Adjustment of Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Conversion Price may be waived, either prospectively or retroactively and either generally or in a particular instance, by the consent or vote of the holders of the majority of the outstanding shares of Series A Preferred Stock. Any such waiver shall bind all future holders of shares of Series A Preferred Stock.

5. Voting. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by

law or by the other provisions of the Articles of Incorporation, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class.

6. Miscellaneous.

(a) The headings herein are for convenience only, do not constitute a part of this Designation of Rights and shall not be deemed to limit or affect any of the provisions hereof.

(b) Any notice required or permitted by the provisions of this Designation of Rights to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, and shall be deemed sent upon such mailing or electronic transmission.

(c) No provision of this Designation of Rights may be amended, except in a written instrument signed by the Corporation and holders of at least a majority of the shares of Series A Preferred Stock then outstanding. Any of the rights of the holders of the Series A Preferred Stock set forth herein may be waived by the affirmative vote of holders of at least a majority of the shares of Series A Preferred Stock then outstanding, except that each holder may waive its own rights as provided in this Designation of Rights.