

P14000025236

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

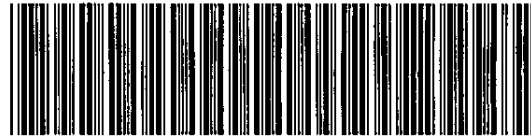
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100259946241

05/08/14--01022--014 **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 MAY -8 AM 8:31

FILED

MAY 20 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUN LINK SYSTEMS CORP

DOCUMENT NUMBER: P14000025236

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

Please return all correspondence concerning this matter to the following:

Gregory Tuttle
Name of Contact Person
The Tuttle Company
Firm/ Company
1760 South Third Street
Address
Jacksonville, FL 32250
City/ State and Zip Code

gtuttle@thetuttlecompany.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory Tuttle at (904) 249-1022
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

SUN LINK SYSTEMS CORP

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

P14000025236

(Document Number of Corporation (if known))

FILED
14 MAY -8 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FLOTEK SOLUTIONS CORP.

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)

124 King Arthur Court
St. Augustine, FL 32086

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

124 King Arthur Court
St. Augustine, FL 32086

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:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PCEO</u>	<u>Jonathan M. Parker</u>	<u>124 King Arthur Court</u> <u>St. Augustine, FL 32086</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>C</u>	<u>Gregory L. Tuttle</u>	<u>1760 South Third Street</u> <u>Jacksonville, FL 32250</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Justin E. Spiller</u>	<u>7257 Angela Drive</u> <u>Jacksonville, FL 32222</u>
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	_____	_____	_____ _____ _____

The date of each amendment(s) adoption: April 30, 2014, if other than the date this document was signed.

Effective date if applicable: May 1, 2014
(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 May 1, 2014

Signature _____

Jonathan Parker

(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)

Jonathan M. Parker

(Typed or printed name of person signing)

Incorporator, President, CEO

(Title of person signing)

FILED
14 MAY -8 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUN LINK SYSTEMS CORP**

FILED

14 MAY -8 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **SUN LINK SOLUTIONS CORP**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on March 19, 2014, are hereby amended and restated in their entirety. On April 30, 2014, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's incorporator by resolution, as follows:

**ARTICLE I
NAME**

The name of the corporation is hereby amended from Sun Link Solutions Corp to Flotek Solutions Corp., a Florida corporation.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is hereby amended to 124 King Arthur Ct., St. Augustine, Florida 32086.

**ARTICLE III
CORPORATE PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The one class of stock that the Corporation is authorized to issue is Common Stock and the Corporation is authorized to issue One Million (1,000,000) shares, \$0.01 par value per share (the "Common Stock").
Common Stock

Section 1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by this Amended and Restated Articles of Incorporation.

Section 2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation (including any action by written consent).

Section 3. Dividends. Subject to provisions of law and Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors may determine in its sole discretion.

Section 4. Liquidation. Subject to provisions of law and Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

Section 5. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Common Stock and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution, an equity and/or debt fund, an entity whose securities are traded or listed on any national securities exchange or recognized automated quotation system, or any subsidiary of the foregoing, then the holder's own agreement will be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Section 6. Definitions. For purposes hereof, the following terms have the meanings set forth below:

"Affiliate" of a specified person shall mean a person who, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such specified person.

"Common Stock" means and include the Corporation's authorized common stock as constituted on the effective date of this Certificate of Designation, and shall also include the capital stock of the Corporation hereafter authorized which shall neither (a) be limited to a fixed sum or a percentage of par value in respect of the rights of the holders thereof to receive dividends and to participate in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, nor (b) be subject at any time to mandatory redemption by the Corporation.

"Common Stock Deemed Outstanding" means, at any given time, the sum of (a) the number of shares of Common Stock actually outstanding at such time, plus (b) the number of shares of Common Stock issuable upon exercise of outstanding options, regardless of whether such options are actually exercisable at such time, plus (c) the number of shares of Common Stock issuable upon exercise of any other options (other than Options described in clause (b) above) or warrants actually outstanding at such time, plus (d) the number of shares of Common Stock issuable upon conversion or exchange of convertible securities actually outstanding at such time (treating as actually outstanding any convertible securities issuable upon exercise of options or warrants actually outstanding at such time), in each case, regardless of whether the options, warrants or convertible securities are actually exercisable at such time.

"Corporation" means Flotek Solutions Corp., a Florida corporation (formerly known as Sun Link Solutions Corp. together with any corporation which shall succeed to or assume the obligations hereunder of Flotek Solutions Corp.

"Distributions" shall have the meaning ascribed to such term in Section 2.

"EBITDA" means net income prior to the provision for (i) interest expense (including, without limitation, amortization of debt issuance costs) for the period in question, (ii) taxes (whether federal, state, local or foreign) based on income or profits for the period in question, and (iii) depreciation and amortization (including amortization of goodwill and other intangibles) (iv) stock-based compensation and any other non-cash expenses for the period in question, in each case determined on a consolidated basis in accordance with GAAP and consistent with past practice.

"Fair Market Value" means the Market Price or, if at any time the Common Stock is not listed on any domestic securities exchange or quoted on Nasdaq, the OTC Bulletin Board or similar quotation system or association, the "Fair Market Value" of the Common Stock shall be the fair market value of the stock of the Corporation as determined by a nationally recognized independent valuation firm approved by the Holder.

"GAAP" means United States generally accepted accounting principles in effect from time to time.

"Liquidation Preference" shall have the meaning ascribed to such term in Section 4(a).

"Market Capitalization" means, following the Corporation's underwritten public offering and sale of Common Stock of the Corporation pursuant to an effective registration statement under the Securities Act, the

market price of the Corporation's issued and outstanding Common Stock, calculated by multiplying the number of outstanding shares of Common Stock by the current Market Price of a share of Common Stock.

"Market Price" means, as of any particular date: (a) the volume weighted average of the closing sales prices of the Common Stock for such day on all domestic securities exchanges on which the Common Stock may at the time be listed if applicable; (b) if there have been no sales of the Common Stock on any such exchange on any such day, the average of the highest bid and lowest asked prices for the Common Stock on all such exchanges at the end of such day; (c) if on any such day the Common Stock is not listed on a domestic securities exchange, the closing sales price of the Common Stock as quoted on Nasdaq, the OTC Bulletin Board or similar quotation system or association for such day; or (d) if there have been no sales of the Common Stock on Nasdaq, the OTC Bulletin Board or similar quotation system or association on such day, the average of the highest bid and lowest asked prices for the Common Stock quoted on Nasdaq, the OTC Bulletin Board or similar quotation system or association at the end of such day; in each case of clauses (a) - (d), averaged over twenty (20) consecutive Business Days ending on the Business Day immediately prior to the day as of which "Market Price" is being determined, subject to a maximum discount of twenty percent (20%); provided, that if the Common Stock is listed on any domestic securities exchange, the term "Business Day" as used in this sentence means Business Days on which such exchange is open for trading.

"Nasdaq" means The Nasdaq Stock Market, Inc.

"OTC Bulletin Board" means the National Association of Securities Dealers, Inc. OTC Bulletin Board.

"Permitted Dilution Events" means (i) a public offering of the stock of the Corporation; provided further that the holders of Common Stock shall have the right to participate in such offering then existing immediately prior to such offering; (ii) a private offering of the stock of the Corporation, and; (iii) the issuance by the Corporation of additional shares of stock in connection with an acquisition approved by the shareholders.

"Qualified Public Offering" means the sale, in a firm commitment underwritten public offering led by a nationally recognized underwriting firm pursuant to an effective registration statement under the Securities Act, of Common Stock resulting in the Corporation having a Market Capitalization of at least One Hundred Million Dollars (\$100,000,000.00) or as that Market Capitalization amount is agreed upon by the Board.

"Securities Act" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations of the Commission promulgated thereunder, all as the same may from time to time be in effect.

"TTM EBITDA" means the EBITDA of the Corporation (excluding minority interests of subsidiary entities) for the prior twelve (12) month period.

Section 10. Amendment and Waiver. No amendment, modification or waiver will be binding or effective with respect to any provision hereof without the prior written consent or affirmative vote of the holders of not less than a majority of the Common Stock outstanding at the time such action is taken.

Section 11. Notices. Except as otherwise expressly provided hereunder, all notices referred to herein will be in writing and will be delivered by registered or certified mail, return receipt requested and postage prepaid, or by reputable overnight courier service, charges prepaid, and will be deemed to have been given when so mailed or sent (a) to the Corporation, at its principal executive offices, and (b) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by notice given to the Corporation by any such holder).

ARTICLE V
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 124 King Arthur Ct., St. Augustine, Florida 32086. The name of the Corporation's registered agent at that office is Jonathan M. Parker.

ARTICLE VII
LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President and CEO of the Corporation on May 1, 2014, and affirm that the statements made herein are true under the penalties of perjury.

FLOTEK SOLUTIONS CORP. f/k/a SUN LINK
SOLUTIONS CORP

By: _____

Jonathan M. Parker
Jonathan M. Parker, President and CEO

FILED
14 MAY - 8 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA