

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000152295 3)))



H160001522953ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Amnd

To:

Division of Corporations
Fax Number : (850) 617-6380

JUN 23 2016

From:

R. WHITE

Account Name : TOBIN & REYES, P.A.
Account Number : I20000000155
Phone : (561) 620-0656
Fax Number : (561) 620-0657

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dst@tobinreyes.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
FRANDME, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

H16000152295 3

16 JUN 22 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANDME, INC.**

Document Number: P14000025449

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors and Shareholders, hereby adopts the following Articles of Amendment to the Amended and Restated Articles of Incorporation (the "Articles"):

FIRST: Article V of the Articles is hereby deleted in its entirety and replaced with the following:

**"ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of (a) Fifty Million (50,000,000) shares of common stock having no par value, and (b) Five Million (5,000,000) shares of preferred stock, of which Five Hundred Thousand (500,000) shall be designated as Series A Preferred Stock. The relative rights attendant to each share of stock shall be as set forth in the By-Laws of the Corporation."

SECOND: The following shall be added to the Articles as new Article VI:

**"ARTICLE VI
PREEMPTIVE RIGHTS**

Every holder of Series A Preferred Stock, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation or upon the issuance by the corporation of treasury stock, regardless of the reasons of such issuance, shall have the right to purchase a pro-rata share thereof, at the price and terms at which it is issued to others."

THIRD: The following shall be added to the Articles as new Article VII:

**"ARTICLE VII
SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control."

FAX AUDIT NO.:

H16000152295 3

H16000152295 3

FAX AUDIT NO.:

FOURTH: The following shall be added as new Article VIII:

**"ARTICLE VIII
AMENDMENT**

These Articles may be amended only with (a) approval of the holders of a majority of the then outstanding shares of common stock, and (b) the prior written approval of the holders of a majority of the then outstanding shares of Series A Preferred Stock."

In accordance with Section 607.1006(6), it is hereby certified that the Board of Directors and Shareholders adopted the Articles of Amendment to the Articles of Incorporation and the number of votes cast by the Shareholders for the amendments to the Articles of Incorporation appearing in such Articles of Amendment to the Articles of Incorporation were sufficient for approval.

FRANDME, INC.

Dated: June 21, 2016

By: 
Print Name: Dimitry Shaposhnikov
Print Title: President

FAX AUDIT NO.:

H16000152295 3