

P1410000426410

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amd

OCT 06 2016

R. WHITE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 15, 2016

EURIBIADES CERRUD II, ESQ.
219 N MAGNOLIA AVE
ORLANDO, FL 32801

SUBJECT: SMARTX TECHNOLOGY INC
Ref. Number: P14000042640

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

The document cannot be titled "Articles of Incorporation" because the entity already has articles of incorporation on file with this office. You may either entitle it "articles of amendment to the articles of incorporation" or "amended and restated articles of incorporation."

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.

Rebekah White
Regulatory Specialist II

Letter Number: 416A00019769



October 3, 2016

Rebekah White
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Subject: SMARTX TECHNOLOGY INC
Ref. Number: P14000042640

Please find enclosed the corrections requested on Letter Number 416A00019769.

The document has been retitled Amended Articles of Incorporation of SMARTX
TECHNOLOGY INC. This should satisfy the requirements for filing .

Respectfully,

Karen Cerrud
Legal Assistant

RECEIVED
16 OCT -6 PM 12:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

219 North Magnolia Avenue
Orlando, Florida 32801
v (407) 545-5351
f (407) 386-6570
euri@thePCBFirm.com

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMARTX TECHNOLOGY INC

DOCUMENT NUMBER: P14000042640

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

Please return all correspondence concerning this matter to the following:

Euribiades Cerrud II, Esq.

Name of Contact Person

The PCB Firm, P.A.

Firm/ Company

219 North Magnolia Avenue

Address

Orlando, Florida 32801

City/ State and Zip Code

Euri@thePCBfirm.com

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

For further information concerning this matter, please call:

Euribiades Cerrud II, Esq. at (407) 545-5351
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

SmartX Technology, Inc.

Amended Articles of Incorporation

FILED
16 OCT -6 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF
SMARTX TECHNOLOGY INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be SMARTX TECHNOLOGY INC. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 111 E. Monument Avenue, Suite 401-10, Kissimmee, Florida 34741.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is ten thousand (10,000) shares, all of which shall be common stock with no par value.

ARTICLE V: CUMULATIVE VOTING

All founding shareholders are entitled to cumulate their votes for directors pursuant to Section 607.0728(3) of the FBCA. The designated voting group comprised of the founding shareholders is composed of the following individuals: Pedro Florencio Moreira and Carlos Eduardo Serrano Ribeiro.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

ARTICLE VII: DIRECTORS

A. Number and Names of Directors. The board of directors of the Corporation shall consist of six (6) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the board of directors are:

Position	Names	Addresses
President	Carlos Eduardo Serrano Ribeiro	5721 Los Palma Vista Drive Orlando, Florida 32837
Vice-President	Pedro Florencio Moreira	Rua Pelotas 209 Apartment 12-A Sao Paulo-SP 04012-000 Brasil

B. Annual Meeting. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined solely by the resolution of the board of directors in its sole and absolute discretion.

C. Classes of Directors. The board of directors shall be and is divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of directors shall shorten the term of any incumbent director.

D. Terms of Office. Each director shall serve for a term ending on the date of the third (3rd) annual meeting following the annual meeting at which such director was elected; provided, that each director initially appointed to Class I shall serve for an initial term expiring at the corporation's first (1st) annual meeting of stockholders following the effectiveness of this provision; each director initially appointed to Class II shall serve for an initial term expiring at the corporation's second (2nd) annual meeting of stockholders following the effectiveness of this

provision; and each director initially appointed to Class III shall serve for an initial term expiring at the corporation's third (3rd) annual meeting of stockholders following the effectiveness of this provision; provided further, that the term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death, resignation or removal.

E. **Removal.** Any director or the entire board of directors may be removed from office only for cause and only by the affirmative vote of at least a majority of the total voting power of the outstanding shares of the capital stock of the corporation entitled to vote in any annual election of directors or class of directors, voting together as a single class.

F. **Vacancies.** Vacancies on the board of directors by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, and newly created directorships resulting from any increase in the authorized number of directors shall be solely filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director and shall not be filled by the stockholders. A director elected to fill a vacancy or a newly created directorship shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of a successor and to such director's earlier death, resignation or removal.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 6220 South Orange Blossom Trail, Suite 600, Orlando, Florida 32809.

The name of the initial registered agent of the Corporation at that office is Safety Business LLC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

9/8/2016

Date

ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI: TRANSFER RESTRICTIONS

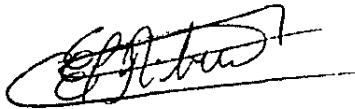
The shares of the Corporation are subject to a Buy-Sell Agreement dated as of August 08, 2016 (a copy which is on file with the secretary of the Corporation). No transfer, sale, assignment, gift, pledge, encumbrance, hypothecation, or other disposition of the securities may be made except in accordance with the provisions of such Buy-Sell Agreement and (A) pursuant to a registration statement effective under the Securities Act of 1933, as amended, or (B) pursuant to an exemption from registration thereunder.

Legend on Share Certificates. In addition to any legends required by Applicable Law, each certificate representing the Shares of the Company now owned or that may hereafter be acquired by the Shareholders shall bear a legend substantially in the following form:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A BUY-SELL AGREEMENT DATED AS OF AUGUST 08, 2016 (A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE COMPANY). NO TRANSFER, SALE, ASSIGNMENT, GIFT, PLEDGE, ENCUMBRANCE, HYPOTHECATION, OR OTHER DISPOSITION OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY BE MADE EXCEPT IN ACCORDANCE WITH THE PROVISIONS OF SUCH BUY-SELL

AGREEMENT AND (A) PURSUANT TO A REGISTRATION STATEMENT EFFECTIVE UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR (B) PURSUANT TO AN EXEMPTION FROM REGISTRATION THEREUNDER. THE HOLDER OF THIS CERTIFICATE, BY ACCEPTANCE OF THIS CERTIFICATE, AGREES TO BE BOUND BY ALL OF THE PROVISIONS OF SUCH BUY-SELL AGREEMENT."

I submit these Amended Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Carlos Eduardo Serrano Ribeiro
As Its President

08/08/2016

Date

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)

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.

September 8, 2016

Dated _____

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)

Euribiades Cerrud II, Esq.

(Typed or printed name of person signing)

Attorney at Law

(Title of person signing)