

P14000061733

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16 FEB 12 AM 9:01

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C LEWIS



February 8, 2016

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Anuva Automation, Inc. – Articles of Restatement**

To Whom It May Concern,

Attached please find the duly executed Articles of Restatement with the Amended and Restated Articles of Incorporation for filing and a check for the filing fee in the amount of \$35.00.

If you have any questions or concerns, please contact me at the below address.

Sincerely,

Amish Patel  
Revolution Law

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Anuva Automation, Inc.

**DOCUMENT NUMBER:** P14000061733

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

Please return all correspondence concerning this matter to the following:

Amish Patel

Name of Contact Person

Revolution Law

Firm/ Company

7501 Falls of Neuse Road, Suite 200

Address

Raleigh, NC 27615

City/ State and Zip Code

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

For further information concerning this matter, please call:

Amish Patel at 919 645-1066  
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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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 RESTATEMENT

OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

16 FEB 12 AM 9:01

Anuva Automation, Inc.

P14000061733

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Anuva Automation, Inc. hereby submits these Articles of Restatement for the purpose of integrating into one document its original Articles of Incorporation (the "**Articles of Incorporation**") and all amendments thereto and also for the purpose of amending its Articles of Incorporation.

1. The name of the Corporation is Anuva Automation, Inc. (the "**Corporation**").
2. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on July 22, 2014.
3. The Articles of Incorporation were amended and filed with the Secretary of State of the State of Florida on August 4, 2014 (the "**First Amendment**").
4. The Articles of Incorporation were further amended and filed with the Secretary of State of the state of Florida on October 15, 2014 (the "**Second Amendment**," the First Amendment and Second Amendment, collectively, the "**Amendments**").
5. The provisions of the Articles of Incorporation and the Amendments are hereby restated and integrated into a single instrument which is set forth in Exhibit A attached hereto (the "**Amended and Restated Articles of Incorporation**") and is hereby incorporated herein by reference.
6. The Corporation's Amended and Restated Articles of Incorporation herein certified have been duly adopted by the Corporation's Board of Directors on February 2, 2016 and by the Corporation's shareholders on February 2, 2016, as required by Chapter 607 of the Florida Business Corporation Act.
7. The amendments do not provide for an exchange, reclassification, or cancellation of issued shares.
8. These Articles of Restatement and Amended and Restated Articles of Incorporation shall become effective upon filing.


This, the 2 day of Feb, 2016.

Anuva Automation, Inc.

By:

Name:

Title:

  
Name: Kevin R. Pate  
Title: Chairman

**Exhibit A1**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ANUVA AUTOMATION, INC.**

16 FEB 12 AM 9:01

**ARTICLE I - NAME**

The name of the Corporation is Anuva Automation, Inc. (the "**Corporation**").

**ARTICLE II – PRINCIPAL OFFICE**

The street address of the Corporation's principal office is 7845 Ellis Road, West Melbourne, FL 32904. The mailing address of the Corporation's principal office is the same as its street address.

**ARTICLE III – REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 150 Lansing Island Drive, Indian Harbour Beach, FL 32937. The name of the registered agent at such address is Vinu Patel. The mailing address of the Corporation's registered office is the same as its street address.

**ARTICLE IV - PURPOSE**

The Corporation may engage in, transact and/or conduct any or all lawful business for which corporations may be incorporated under the laws of the State of Florida

**ARTICLE V – CAPITAL STOCK**

The Corporation is authorized to issue shares of three classes, designated as "**Common Stock**," "**Class A Preferred Stock**," and "**Class B Preferred Stock**" (Class A Preferred Stock and Class B Preferred Stock, collectively, the "**Preferred Stock**"). The Corporation is authorized to issue sixty-five million (65,000,000) shares of Common Stock. The Corporation is authorized to issue thirty-five million (35,000,000) shares of Class A Preferred Stock. The Corporation is authorized to issue twenty-five million (25,000,000) shares of Class B Preferred Stock. The Class A Preferred Stock and Class B Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein. All of the Corporation's shares shall have no par value per share.

**ARTICLE VII – RIGHTS AND PREFERENCES**

The terms and provisions of the Common Stock, Class A Preferred Stock, and Class B Preferred Stock are as follows:

1. **Definitions.** For purposes of this ARTICLE VII, the following definitions shall apply:

(a) **"Class A Conversion Price"** means \$0.12 per share for the Class A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) **"Class B Conversion Price"** means \$0.30 per share for the Class B Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(c) **"Distribution"** means the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the Corporation's purchase or redemption of its shares for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any shareholder, and (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common, Class A Preferred Stock, and Class B Preferred Stock of the Corporation voting as separate classes.

(d) **"Liquidation Event"** means any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(e) **"Class A Liquidation Preference"** means \$0.12 per share for the Class A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) **"Class B Liquidation Preference"** means \$0.30 per share for the Class B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(g) **"Class A Original Issue Price"** means \$0.10 per share for the Class A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) **"Class B Original Issue Price"** means \$0.25 per share for the Class B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(i) **"Recapitalization"** means any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

(j) **"Reorganization Event"** means any transaction or series of transactions to which the Corporation is a party which results in either:

(i) the acquisition of the Corporation by another entity (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) unless the holders of the voting securities of the Corporation outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, as a result of shares in the Corporation held by such holders prior to such transaction or series of related transactions, at least a majority of the total voting power represented by the outstanding voting securities of the Corporation or such other surviving or resulting entity (or if the Corporation or such other surviving or resulting entity is a wholly-owned subsidiary

immediately following such acquisition, its parent); or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease or other disposition is to a wholly-owned subsidiary of the Corporation.

2. Liquidation Rights

(a) Liquidation Preferences. If a Liquidation Event occurs, then the assets of the Corporation legally available for distribution to its shareholders shall be distributed as follows:

(i) First to the holders of the Class B Preferred Stock, in preference to the holders of all other outstanding series or classes of stock, an amount equal to the Class B Liquidation Preference per unit of Class B Preferred Stock (the "**Class B Base Return**"), less the aggregate amount of prior tax distributions and regular distributions paid with respect to such stock; and

(ii) Second to the holders of the Class A Preferred Stock, in preference to the holders of Common Stock, an amount equal to the Class A Liquidation Preference per unit of Class A Preferred Stock (the "**Class A Base Return**"), less the aggregate amount of prior tax distributions and regular distributions paid with respect to such stock; and

(iii) Once the Class B Base Return and Class A Base Return has been paid on the Class B Preferred Stock and Class A Preferred Stock, respectively, the holders of the Class B Preferred Stock, Class A Preferred Stock, and Common Stock will be entitled to receive the remaining assets of the Corporation, if any, distributed *pro rata* in proportion, of which the numerator is the number of shares of Class B Preferred Stock, Class A Preferred Stock, or Common Stock held by such shareholder, and the denominator of which the aggregate number of shares of Class B Preferred Stock, Class A Preferred Stock, and Common Stock then issued and outstanding.

(b) Shares not Treated as Both Preferred Stock and Common Stock in any Distribution. Shares of 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 Preferred Stock.

(c) Reorganization. For purposes of this Section 2, a Reorganization Event shall be deemed to be a Liquidation Event, provided, however, that the treatment of a Reorganization Event as a Liquidation Event may be waived with respect to any series of Class A Preferred Stock or Class B Preferred Stock, by the consent or vote of a majority of the outstanding shares of such class (voting separately and on an as-converted basis).

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with a Liquidation Event are 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 publicly-traded securities to be distributed to stockholders in a Liquidation Event shall be valued as follows:

(i) if the securities are then traded on a national securities exchange, 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;

(ii) if the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10)

trading day period ending five (5) trading days prior to the Distribution.

If the Liquidation Event is occasioned by a merger or other acquisition of the Corporation by another entity then the date of Distribution shall be deemed to be the date such transaction closes.

For the purposes of this Section 2(d), "**trading day**" means any day which the exchange or system on which the securities to be distributed are traded is open and "**closing prices**" or "**closing bid prices**" mean: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or a Nasdaq market, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

3. **Conversion.** The holders of Preferred Stock shall have conversion rights as follows:

(a) **Class A Right to Convert.** Each share of Class A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Class A Preferred Stock, into that number of fully-paid, non-assessable shares of Common Stock determined by dividing the Class A Original Issue Price by the Class A Conversion Price. (The number of shares of Common Stock into which each share of Class A Preferred Stock may be converted is hereinafter referred to as the "**Class A Conversion Rate**" for such class.) Upon any decrease or increase in the Class A Conversion Price for any Class A Preferred Stock, as described in this Section 3, the Class A Conversion Rate for such class shall be appropriately increased or decreased.

(b) **Class B Right to Convert.** Each share of Class B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Class B Preferred Stock, into that number of fully-paid, non-assessable shares of Common Stock determined by dividing the Class B Original Issue Price for the relevant class by the Class B Conversion Price for such class. (The number of shares of Common Stock into which each share of Class B Preferred Stock may be converted is hereinafter referred to as the "**Class B Conversion Rate**" for such class.) Upon any decrease or increase in the Class B Conversion Price for any Class B Preferred Stock, as described in this Section 3, the Class B Conversion Rate for such class shall be appropriately increased or decreased.

(c) **Automatic Conversion.** Each share of Preferred Stock shall automatically convert into fully-paid, non-assessable shares of Common Stock at the then-effective Class A Conversion Rate or Class B Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "**Securities Act**"), covering the offer and sale of the Corporation's Common Stock with total proceeds to the Company of not less than fifteen million (\$15,000,000.00) (before deduction of underwriters' commissions and expenses), or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of at least two-thirds (2/3rds) of the Preferred Stock then outstanding (voting as a separate class and on an as-converted basis), or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "**Automatic Conversion Event**").

(d) **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of 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 by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he shall either (A) surrender the certificate or certificates for the Preferred Stock being converted, duly endorsed, at the office of the Corporation or of any transfer agent for the 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 an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically 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 Automatic Conversion Event unless either the certificates evidencing such shares of 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. Upon an Automatic Conversion Event, each holder of record of shares of 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 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 Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

(e) Adjustments for Subdivisions or Combinations of Common Stock. If the outstanding shares of Common Stock are subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Class A Conversion Price and Class B Conversion Price of each series of Class A Preferred Stock and Class B Preferred Stock, respectively, in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. If the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Class A Conversion Price and Class B Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

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

(g) Adjustments for Subdivisions or Combinations of Class B Preferred Stock. If the outstanding shares of Class B Preferred Stock or a series of Class B Preferred Stock are subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Class B Preferred Stock, the Class B Original Issue Price and Class B Liquidation Preference of the affected series of Class B Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the

effectiveness of such subdivision, be proportionately decreased. If the outstanding shares of Class B Preferred Stock or a series of Class B Preferred Stock are combined (by reclassification or otherwise) into a lesser number of shares of Class B Preferred Stock, the Class B Original Issue Price and Class B Liquidation Preference of the affected series of Class B Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(h) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 2, above, if the Common Stock issuable upon conversion of the Preferred Stock is 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 Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into that 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 and class of 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.

(i) Certificate as to Adjustments. Upon each adjustment or readjustment of the Class A Conversion Price and Class B Conversion Price pursuant to this Section 3, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of such Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. Upon the written request at any time of any holder of Preferred Stock, the Corporation shall furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Class A Conversion Price or Class B Conversion Price at the time in effect and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Class A Preferred Stock or Class B Preferred Stock.

(j) Notices of Record Date. If this Corporation proposes:

- (i) to declare any Distribution upon its Common Stock;
- (ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or
- (iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a Liquidation Event pursuant to Section 2(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the consent or vote of the holders of a majority of the Preferred Stock, voting as a single

class and on an as-converted basis.

(k) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock is insufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

#### 4. Voting

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Class Voting. Other than as provided herein or required by law, there shall be no class voting.

(c) Preferred Stock. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. However, fractional votes shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Election of Directors. The holders of Preferred Stock and Common Stock shall vote together, and not as separate classes, for the election of the Corporation's Board of Directors. The number of directors shall be determined by the Board of Directors provided that the number must be at least one (1).

(e) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) only with an affirmative vote of the holders of a majority of the stock of the Corporation.

(f) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

5. Amendments and Changes. The Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of a majority of the outstanding shares of the Preferred Stock and Common Stock (voting together and not as separate classes):

(a) increase or decrease (other than for decreases resulting from conversion of the Preferred Stock) the authorized number of shares of Preferred Stock or any series thereof; or

(b) enter into a deemed Liquidation Event pursuant to Section 2(d) above;

*provided, however, each class shall vote separately and on an as-converted basis if the amendment,*

alteration or repeal of any provision of the Articles of Incorporation of the Corporation would adversely reduce the rights, preferences, privileges or powers of, or restrictions provided for the benefit of such class or series thereof.

6. Reissuance of Preferred Stock. If any shares of Preferred Stock are converted pursuant to Section 3 or otherwise repurchased by the Corporation, the shares so converted, redeemed or repurchased shall be cancelled and shall not be reissued by this Corporation.

7. Notices. Any notice required by the provisions of this ARTICLE VII to be given to the holders of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

#### ARTICLE VIII - INDEMNIFICATION

1. To the fullest extent from time to time permitted by law, no person who is serving or has served as a director of the Company shall be personally liable in any action for monetary damages for breach of his or her duty as a director, whether such action is brought by or in the right of the Corporation or otherwise.

2. The Corporation shall have the power to indemnify, to the extent permitted by the Florida Business Corporation Act, as it presently exists or may hereafter be amended from time to time, any person 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.

3. Neither any amendment nor repeal of this ARTICLE VIII, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this ARTICLE VIII, shall eliminate or reduce the effect of this ARTICLE VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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