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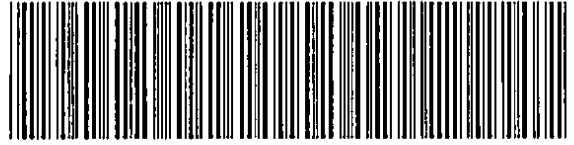
(Business Entity Name)

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20 JAN 31 PM 0:56

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20 JAN 31 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB - 5 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 158676 4337644

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : January 31, 2020

ORDER TIME : 9:57 AM

ORDER NO. : 158676-005

CUSTOMER NO: 4337644

DOMESTIC AMENDMENT FILING

NAME: APERISYS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT#

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
APERISYS, INC.

Pursuant to Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, the Articles of Incorporation of **APERISYS, INC.** (the "Corporation"), originally filed with the Department of State of the State of Florida on February 13, 2015, as heretofore amended (the "Articles of Incorporation") are hereby amended as follows:

I.

On November 5, 2018, Articles of Amendment (the "Prior Amendments") were filed to amend the Certificate of Designation Establishing the Designation, Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series B Convertible Preferred Stock of Aperisys, Inc., that was previously filed with the Department of State of the State of Florida, on November 5, 2015 (the "Certificate of Designation"). However, the Corporation determined subsequent to filing the Prior Amendments that it had inadvertently failed to obtain the consent of all Shareholders of the Corporation in accordance with Sections 607.1003 and 607.1004 of the Florida Business Corporation Act for such Prior Amendments. These Articles of Amendment have been duly approved by the holders of all classes of shares of stock of the Corporation and are being filed to amend the Articles of Incorporation as follows:

- (i) The number "\$1.00" in Section 3(a)(i) of the Certificate of Designation is hereby deleted and replaced with the number "\$6.00"; and
- (ii) Section 5(a) of the Certificate of Designation is hereby amended by deleting the last three sentences thereof and inserting the following text in lieu thereof:

"The Conversion Price per share of Series B Preferred Stock (the "Conversion Price") shall be \$2.00 per share. The Conversion Value per share of Series B Preferred Stock (the "Conversion Value") shall be \$6.00 per share. Accordingly, the Conversion Rate shall be 3:1. The Conversion Price of Series B Preferred Stock shall be subject to adjustment as hereinafter provided."

II.

The aforesaid amendments were adopted by the Board of Directors of the Corporation on August 30, 2019. The aforesaid amendments were adopted by the Shareholders of the Corporation in accordance with Sections 607.1003 and 607.1004 of the Florida Business Corporation Act effective as January 24, 2020. These Articles of Amendment supersede and cancel the Prior Amendments which were filed on November 5, 2018.

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III.

The remainder of the Articles of Incorporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of APERISYS, INC. effective as of January 27, 2020.

APERISYS, INC.

By:  _____

Name: Charles Farrahar

Title: Chief Financial Officer

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TALLAHASSEE