

P150000 89010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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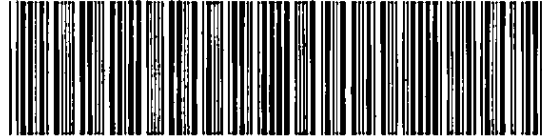
(Business Entity Name)

(Document Number)

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2018 MAR -5 PM 2:23

C. GOLDEN

MAR -6 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NuState Energy Holdings, Inc.

DOCUMENT NUMBER: PI5000089010

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

Please return all correspondence concerning this matter to the following:

Mark Lucky

Name of Contact Person

NuState Energy Holdings, Inc.

Visium Technologies, Inc.
Firm/ Company

PO Box 383

Address

Oakton, VA 22124

City/ State and Zip Code

mark@midatlanticco.com

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

For further information concerning this matter, please call:

Ira Saul, ESQ

at (703) 273-8840

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 type="checkbox"/> \$35 Filing Fee | <input checked="" 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

NuState Energy Holdings, Inc.

2018 MAR -5 P 2:23

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

P15000089010

(Document Number of Corporation (if known))

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:

VISIUM TECHNOLOGIES, INC.

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**)*

N/A

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

PO Box 383

Oakton, VA 22124

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 N/A

(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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	D, CEO	Kevin Yates	
<input type="checkbox"/> Add			
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	D, CEO,	Mark Lucky	3180 Wheatland Farms Drive
<input checked="" type="checkbox"/> Add			Oakton, VA 22124
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	D	Tom Grbelja	201 W Passaic St
<input checked="" type="checkbox"/> Add			Ste 301
<input type="checkbox"/> Remove			Rochelle Park, NJ 07662
4) <input type="checkbox"/> Change	D	Paul Favata	5801 32nd Avenue N
<input checked="" type="checkbox"/> Add			St Petersburg, FL 33710
<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			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article IV of the Articles of Incorporation shall be amended to reflect a 3,000:1 Reverse Stock split of the Outstanding Shares of the Corporate. This Split shall have no effect on the number of Authorized Shares issuable by the Corporation

Article IV shall be Amended to increase the Authorized Shares of the Corporation to Ten Billion One Hundred Shares (10,100,000) consisting of the following:

Article IV (a) shall be Amended to increase the Authorized Shares of the Corporation to Ten Billion (10,000,000,000) \$0.0001 par value Common Shares

Article IV (b) shall state that One Hundred Million (100,000,000) \$0.001 par value Blank Check Preferred Shares are authorized

Article IV 2 shall be amended to include the Designation of Series AA Convertible Preferred Stock (see attached sheets)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The Company's transfer agent, Madison Stock Transfer, Inc., will act as exchange agent for purposes of implementing the exchange of stock certificates. There will be no mandatory exchange of certificates; rather certificates will be exchanged in the ordinary course of business. No new certificates will be issued to a stockholder until that stockholder has surrendered the stockholder's outstanding certificate(s) together with the properly completed and executed letter of transmittal.

Please NOTE that the EIN is 87-0449667

Page 3 of 4

It is listed incorrectly on Entity Detail @ Subbiz web-site

EXHIBIT A

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NUSTATE ENERGY HOLDINGS, INC.**

**DESIGNATING
SERIES AA CONVERTIBLE PREFERRED STOCK**

**PURSUANT TO SECTION 607.0602 OF THE
FLORIDA BUSINESS CORPORATION ACT**

Nustate Energy Holdings, Inc., a corporation organized and existing under Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

FIRST: These Articles of Amendment were adopted by the Board of Directors on February 26, 2018 in the manner prescribed by Section 607.1002 of the Florida Business Corporation Act. Shareholder action was not required.

SECOND: That pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Articles of Incorporation, as amended, of the Corporation (the "Articles of Incorporation"), the Board of Directors adopted the following resolution on February 26, 2018 designating one (1) share of the Company's authorized preferred stock as "Series AA Convertible Preferred Stock":

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of the Articles of Incorporation, a series of Preferred Stock, having a par value of \$0.0001 per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof, and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series, and the qualifications, limitations and restrictions thereof, are as follows:

**TERMS OF
SERIES AA CONVERTIBLE PREFERRED STOCK**

One (1) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series AA Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

1. Fractional Shares. Series AA Convertible Preferred Stock may be issued in fractional shares.

2. Dividends. The holders of Series AA Preferred Stock shall not be entitled to receive dividends paid by the Corporation.

3. Liquidation, Dissolution, or Winding Up.

(a) *Payments to Holders of Series AA Convertible Preferred Stock.* Series AA Convertible Preferred Stock shall be treated *pari passu* with Common Stock except that the payment on each share of Series AA Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock multiplied by the Conversion Rate.

4. Voting.

(a) The shares of Series AA Convertible Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each share of Series AA Convertible Preferred Stock shall be entitled to 51% of the common votes on any matters requiring a shareholder vote of the Company.

5. Conversion Rate and Adjustments.

(a) *Conversion Rate.* The Conversion Rate shall be 1 share of Common Stock (as adjusted pursuant to this Section 5) for each share of Series AA Convertible Preferred Stock.

(b) *Adjustment for Stock Splits and Combinations.* If the Corporation shall at any time or from time to time after the issuance of the Series AA Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series AA Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(c) *Adjustment for Merger or Reorganization, etc.* If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series AA Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series AA Convertible Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series AA Convertible Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

6. Conversion.

(a) The Share of Series AA Convertible Preferred Stock shall not be convertible at any time that there are not a sufficient number of authorized shares of Common Stock not reserved for other purposes so that all the outstanding share of Series AA Convertible Preferred Stock can be converted.

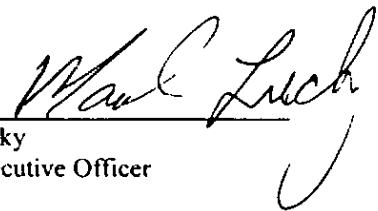
RESOLVED, FURTHER, that any executive officer of the Corporation be and they hereby are authorized and directed to prepare and file a Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Florida law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 28th day of February, 2018.

/s/ Mark Lucky

Name: Mark Lucky

Title: Chief Executive Officer



March 1, 2018

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

March 1, 2018

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)

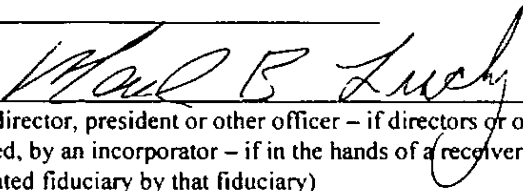
☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

March 1, 2018

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)

Mark B Lucky

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)