

P16000009765

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TALLAHASSEE, FLORIDA

Amend

FEB 16 2016

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FSC FLORIDA SOLUTIONS CORP

DOCUMENT NUMBER: P16000009765

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

Please return all correspondence concerning this matter to the following:

MICHAEL SCILLIA

Name of Contact Person

FSC FLORIDA SOLUTIONS CORP

Firm/ Company

3032 E. COMMERCIAL BLVD #66

Address

FORT LAUDERDALE, FL 33308

City/ State and Zip Code

MIKE@FSC.TRADE

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

For further information concerning this matter, please call:

MICHAEL SCILLIA

Name of Contact Person

at (954)

283-8908

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOCUMENT # P16000009765**

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TALLAHASSEE, FLORIDA

Only Article IV is amended hereby, to include the language as follows:

**ARTICLE IV
CAPITAL STOCK OF THE CORPORATION**

The capital stock of the Corporation shall consist of (a) 5,000,000 shares of various Classes or no Class of voting common stock, or various Series of non-voting common stock, as authorized for issuance by the Board of Directors ("Board") by majority vote, all of which shall bear a \$0.0001 par value per share ("Common Stock"); and (b) 5,000,000 shares of various Series of non-voting preferred stock, as authorized for issuance by the Board of Directors by majority vote, all of which shall bear a \$0.0001 par value per share, and a Stated Value per share as determined by majority vote of the Board of Directors ("Series [# or name] Preferred Stock"). Each of the Common Stock and Preferred Stock to be issued by the Board of directors, respectively, possessing at least the following rights, powers and preferences of the holders thereof as set forth herein, as well as any rights or preferences as described in each shareholder's SPA:

Common Stock

The holders of voting Common Stock shall be entitled to vote according to voting rights assigned to each class of common stock, at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to the applicable laws of the State of Florida (the "Florida Corporate Statutes"). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Articles of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of any contrary provisions of the Florida Corporate Statutes. Unregistered or non-exempt Common Stock shall not be transferrable, except to a party who is a family member of the holder of such Common Stock, or who, directly or indirectly, controls, is controlled by, or is under common control with the holder of such Common Stock, including without limitation any general partner, managing member, officer or director of the holder of such Common Stock or any capital fund, trust, partnership or corporation now or hereafter existing that is controlled by one or more general partners or managing members or control shareholders of, or shares the same management company with, the holder of such Common Stock (an "Affiliate").

The voting Common Shares authorized hereby are Original Shares, Class A Shares, Class A+ Shares, Class REG A Shares, and Shares of no class. Other Classes may be added by a majority vote of the Board. All voting shares shall maintain Super-voting rights, conversion rights, and preemptive rights through the date of registration and listing of the Shares, or shares into which such shares were convertible, on a National

Stock Exchange, recognized by the Securities and Exchange Commission of the United States ("SEC"), such as the NYSE or NASDAQ or CHX (excludes foreign and OTC Markets), at which time the Super-voting and preemptive rights shall terminate, and the conversion rights would have been exercised. The terms and conditions of the Super-voting, conversion and preemptive rights are specific to each Class or no class designation, and are set by the Board relative to each Class, and further described in each SPA of each Shareholder.

Preferred Stock

Each Series [# or name] Preferred Stock shall be authorized and described by separate terms and conditions as issued by the Board. All Series of Preferred Stock are non-voting, except for Series which may designate a Director, or for reasons pursuant to Florida Statute

No Series of Preferred Stock shall be transferrable unless registered under state or Federal law, except to an Affiliate of the holder of the Preferred Stock, or by the exercise of exemptions available in the State of Florida, as prescribed by federal law, or by another State's exemption for shares authorized to be held in such State, unless such transfer is approved by the Board of Directors of the Corporation. Each Preferred Share of any Series shall have a par value equal to \$0.0001, and a Stated Value per share as determined by the Board at issuance and as further described in each shareholder's SPA. At the sole discretion of the Board of Directors, the Company may, upon notice to the holders of any Series of Preferred Stockholders, redeem that Series of Preferred Shares, at the Stated Value plus all accrued but unpaid dividends; except, the Board may include terms for automatic redemption of any Series pursuant to an exempt or registered offering of the Corporation. In the event of: (a) any sale of all of the capital stock of the Corporation; (b) any sale of all or substantially all of the assets of the Corporation; (c) any merger or consolidation involving the Corporation which thereafter results in the outstanding capital stock of the Corporation comprising less than a majority of the voting power of the merged or consolidated entity; or (d) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of any Series Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to Stockholders, before any payment shall be made to holders of Common Stock, an amount per share equal to the Series Stated Value plus any dividends accrued but unpaid thereon (the "Series Preferred Liquidation Preference"). After full satisfaction of the Series Preferred Liquidation Preference, all shares of Preferred Stock shall be terminated automatically, and remaining assets or proceeds shall be divided amongst all Common Classes of Stockholders pursuant to their Class entitlements, or *pro rata*, as applicable.

The date of this amendment's adoption: 2/3/16

Adoption of Amendment: This amendment was adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was sufficient for approval.



Dated February 10, 2016
Asst. Secretary

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TALLAHASSEE, FLORIDA