

P16000021168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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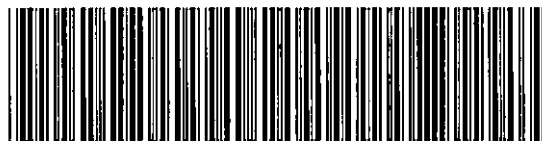
(Business Entity Name)

(Document Number)

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STILL KEE
JAN 22 2021

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301

850.656.7956

Fax: 850.656.7953

www.incserv.com

e-mail: accounting@incserv.com

incserv

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 1/20/2021

PRIORITY Routine

OUR REF.# (Order ID#) 886117

ORDER ENTITY

LOCATORX, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

LOCATORX, INC. (FL)

File the attached amendment

NOTES:

\$35.00 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LOCATORX, INC.**

**CERTIFICATE OF DESIGNATION AND RIGHTS OF
PREFERRED D STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

LocatorX, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify:

FIRST: That pursuant to authority conferred upon the Board of Directors of the Corporation (the "Board") by the Amended and Restated Articles of Incorporation of the Corporation (the "Articles"), the Board adopted resolutions on December 17, 2020, authorizing a new series of the Corporation's previously authorized Preferred Stock, \$0.0001 par value per share, designated as "Preferred D Stock." Shareholder action was not required.

SECOND: The Preferred D Stock shall have the following designation, number of shares, rights, qualifications, limitations and other terms and conditions:

Section 1. Designation and Amount. The series of preferred stock shall be designated as its "Preferred D Stock" (the "Preferred Stock"), and the number of shares so designated shall be up to 1,600,000. The shares of Preferred Stock shall not have a stated value.

Section 2. Dividends. The holders of the Preferred Stock (each, a "Holder", and collectively, the "Holders"), shall be entitled to receive, and the Corporation shall pay, dividends on shares of the Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to and in the same form as dividends actually paid on shares of the Common Stock of the Corporation, when, as and if such dividends are paid on shares of the Common Stock. No other dividends shall be paid on shares of the Preferred Stock.

Section 3. Liquidation. Upon any liquidation of the Corporation, the Holders of the Preferred Stock shall receive the same amount per share as is returned by the holders of the Common Stock.

Section 4. Voting Rights. Except as required by law, the Preferred D Stock shall vote together with the Common Stock.

Section 5. Antidilution. In the event that, on or prior to December 31, 2021, the Corporation issues additional shares of Common Stock to third-party investors in exchange for cash at a per share price of less than \$2.50, on the Automatic Conversion Date (as declared below), the Corporation will issue the Holder such number of shares of Common Stock as are necessary to reduce the per share purchase price to the investor of the shares of Preferred Stock hereunder, which solely for these purposes is assumed to be \$2.50 per share, to such reduced price. The forgoing adjustment:

a) shall not apply to issuances of Common Stock pursuant to exercises or conversions of outstanding securities as of November 30, 2020 and issuances to employees, consultants and others as compensation, and

b) in the event that the Corporation issues shares of Common stock and other securities, such as warrants, as part of the same issuance, such other securities (and any Common Stock or other security into which they are converted or for which they are exercised) shall be disregarded and the entire purchase price shall be assigned to the Common Stock.

Section 6. Automatic Conversion. On December 22, 2021, (the "Automatic Conversion Date"), the shares of Preferred D Stock shall, without further action of the Holder, convert into shares of Common Stock on a share-for-share basis.

THIRD: These Articles of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment
this 15th day of January, 2021.

LOCATORX, INC.

A handwritten signature in black ink, appearing to read "Scott Fletcher", written over a horizontal line.

Scott Fletcher
President