

PI6000021168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

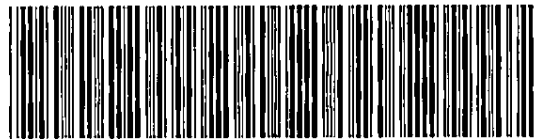
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 02/28/2022

Acc#120160000072

*en: c DW*

Name:	LocatorX, Inc.
Document #:	
Order #:	14181395

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 02/28/2022  
Acc#I20160000072

*en: c DW*

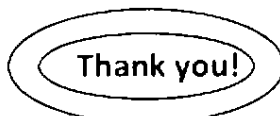
Name:	LocatorX, Inc.
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Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$	43.75
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ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LOCATORX, INC.

CERTIFICATE OF DESIGNATION AND RIGHTS OF  
PREFERRED E 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 October 28, 2021, authorizing a new series of the Corporation's previously authorized Preferred Stock, \$0.0001 par value per share, designated as "Preferred E Stock." Shareholder action was not required.

SECOND: The Preferred E 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 E Stock" (the "Preferred Stock"), and the number of shares so designated shall be up to 1,715,000. 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 and Redemption. Upon any liquidation or sale of the Corporation or of all or substantially all of its assets, the Holders of the Preferred Stock shall have a liquidation or sale preference in the amount of 150% of the price per share paid to the Corporation upon original issuance of the Preferred Stock (the "Original Issue Price"), and such preference shall be senior to the rights upon liquidation or sale of holders of any other class of equity security of the Corporation. In the event of an issuance by the Corporation of Common Stock, or preferred securities on an as-converted basis, at an effective issue price greater than the Original Issue Price, the Corporation shall offer to promptly redeem the Preferred Stock at a cash price equal to 150% of the Original Issue Price.

Section 4. Voting Rights.

(a) Except as required by law, the Preferred Stock shall vote together with the Common Stock on an as-converted basis.

(b) The Corporation shall not, without the consent of Holders of not less than 50% of the outstanding shares of Preferred Stock, issue shares of any class of preferred equity interests, or other securities convertible into or exchangeable for shares of any other class of preferred equity interests, having dividend, redemption, liquidation or similar rights senior to those of the Preferred Stock.

Section 5. Antidilution. In the event that, on or prior to conversion of the Preferred Stock, the Corporation issues additional shares of Common Stock to third-party investors in exchange for cash at a per share price of less than the Original Issue Price, upon conversion of the Preferred Stock, the Corporation will issue to each holder of Preferred Stock such number of shares of Common Stock as are necessary to reduce the per share purchase price to the investor of the Preferred Stock hereunder, which solely for these purposes is assumed to be the Original Issue Price, 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 January 31, 2022, 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. Optional Conversion. The holders of the Preferred Stock shall have the right at any time and from time to time to convert some or all of their shares of Preferred Stock into Common Stock on a share-for-share basis, subject to the adjustments provided in Section 5.

Section 7. Automatic Conversion. The shares of Preferred Stock shall, without any action of the Holder, convert into shares of Common Stock on a share-for-share basis, subject to the adjustments provided in Section 5, upon the earlier of (a) sale of 50% or more of the outstanding Common Stock to a single purchaser or group of related purchasers, or (b) the issuance by the Corporation of Common Stock, or preferred securities on an as-converted basis, at an effective issue price greater than the Original Issue Price, subject, however, in both (a) and (b) to each Holder's right to accept the redemption offer made pursuant to Section 3.

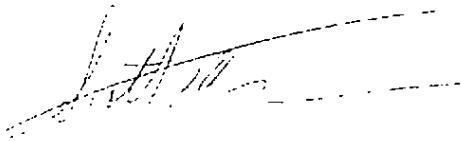
THIRD: These Articles of Amendment shall be effective upon filing.

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2022 FEB 28 PM 4:26  
SECRET

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment  
this 25th day of February, 2022.

LOCATORX, INC.

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

\_\_\_\_\_  
Scott Fletcher  
President

2022 FEB 28 PM 0:56  
CLERK