

P16000057917

(Requestor's Name)

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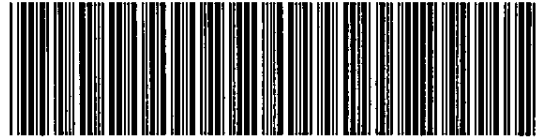
(Business Entity Name)

(Document Number)

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*Amended & Restated*

*W / Name Change*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2016

SERVIZI INC  
1147 HILLSBORO MILE 801S  
HILLSBORO BEACH, FL 33062

SUBJECT: SERVIZI, INC  
Ref. Number: P16000057917

We have received your document for SERVIZI, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The above referenced entity already has articles of incorporation, so new articles of amendment cannot be filed. You may title your document "Restated Articles of Incorporation" according to the applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 916A00026032

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SERVIZI, INC.

**DOCUMENT NUMBER:** P16000057917

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

Please return all correspondence concerning this matter to the following:

ALEX SEPKOWSKI  
Name of Contact Person

SERVIZI, INC.  
Firm/ Company

1147 HILLSBORO MILE  
Address

HILLSBORO BEACH, FL 33062  
City/ State and Zip Code

asepkowski@me.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALEX SEPKOWSKI at ( 410 ) 570-2380  
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:

- ☒ \$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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SERVIZI, INC.  
(FL DOC NUMBER: P16000057917)**

FILED  
18 DEC 19 PM 4:15  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

**NOVEMBER 1, 2016**

The undersigned, being Servizi, Inc. (hereinafter the "Corporation"), certifies that:

1. The present name of the Corporation is Servizi, Inc. The date of filing of the original Articles of Incorporation of the Corporation with the State of Florida is July 7, 2016, FL Doc Number: P16000057917.
2. Alex Sepkowski is the duly elected and acting President of the Corporation.
3. This Amendment to the Articles of Incorporation of the Corporation was adopted and declared advisable by unanimous written consent of the directors of the Board of Directors of the Corporation at a meeting held on October 20, 2016. Holders of the 100% of the shares of the Corporation's outstanding capital stock, entitled to vote on such matters, voted their unanimous written consent to the amendment.
4. The Articles of Incorporation of the Corporation are hereby amended and restated to read in full as follows:

**ARTICLE I.**

The name of the Corporation is hereby changed to GuaranteedPROS, Inc.

**ARTICLE II.**

The place of business and the mailing address of the Corporation in the State of Florida is 1147 Hillsboro Mile, Suite 801-S, Hillsboro Beach, FL 33062. The Board of Directors may, from time to time, move the principal place of business to any other location in Florida.

**ARTICLE III.**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida.

**ARTICLE IV.**

- A. **Classes of Stock.** The Corporation is authorized to issue two classes of stock, designated respectively as "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is One Hundred Million (100,000,000), each with a par value of \$.001 per share, of which Seventy-Five Million (75,000,000) shares shall be Common Stock, and Twenty-Five Million (25,000,000) shares shall be Preferred Stock. The


Stock authorized by these Articles of Incorporation may be issued from time to time in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in the Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the laws of the State of Florida and the resolutions of the Board of Directors creating such class or series.

- B. Preferred Stock Series.** The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of up to Three Million (3,000,000) shares. The rights, preferences, privileges and restrictions granted to, and imposed upon, the Series A Preferred Stock are set forth below.
- C. Series A Preferred Stock – Rights, Preferences, Privileges and Restrictions.** The rights, preferences, privileges and restrictions associated with these Series A Preferred Stock shall be determined by the Board of Directors and shall specifically address Dividend rights, Liquidation rights, Tag Along rights, Redemption rights, Conversion rights. Except as otherwise required by law, the Series A Preferred Holders shall have no voting power, all such rights being reserved to the holders of the Common Stock.
- D. Common Stock – Rights, Preferences, Privileges and Restrictions.** The rights, preferences, privileges and restrictions associated with the afore mentioned Common Stock shall be determined by the Board of Directors and shall specifically address Dividend rights, Liquidation rights, Tag Along rights, Redemption rights, Conversion rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### **ARTICLE V.**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein are granted subject to this right.

These Amended and Restated Articles of Incorporation has been duly approved and adopted by the stockholders of this Corporation on this 20<sup>th</sup> Day of October, 2016.



Alex Sepkowski, President