

P 16000 100251

(Requestor's Name)

(Address)

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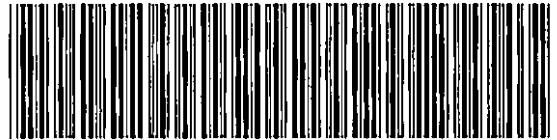
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN 22 2018

FILED
18 JUN 20 PM 2:55
TALLENT FILING

Amend



PHOENIX BUSINESS DEVELOPMENT LLC

Business & Compliance Services for Emerging-Growth Companies & Entrepreneurs

June 18, 2018

Florida Secretary of State
Division of Corporations
Corporate Filings Section
PO Box 6327
Tallahassee, FL 32314

RE: WizCars, Inc.
P16000100251
Certificate of Designation

Dear Sir or Madam:

Enclosed please find for filing as a Miscellaneous Document a Certificate of Designation of Preferred Stock for the above-referenced corporation. The filing fee of \$35.00 is likewise enclosed.

Very truly yours,

WILLIAM J. REILLY
Director, Business Development

ARTICLES OF AMENDMENT
WIZCARS, INC.

CERTIFICATE OF DESIGNATION

SERIES "CF" CONVERTIBLE REDEEMABLE PREFERRED STOCK

FILED
18 JUN 20 PM 2:55
SECRETARY OF STATE
MASSACHUSETTS

Pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of WizCars, Inc. (the "Corporation"), said Board of Directors by unanimous written consent dated June 8, 2018 adopted a Resolution providing for the issuance of up to 500,000 shares of the Corporation's Preferred Stock (\$.001 par value) to be designated "Series 'CF' Convertible Redeemable Preferred Stock", which Resolution is as follows:

"RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Certificate of Incorporation, the Board of Directors does hereby provide for and authorize the issuance of 500,000 shares of the Preferred Stock (\$.001 par value) of the Corporation to be designated "Series "CF" Convertible Preferred Stock" of the presently authorized but unissued shares of Preferred Stock. The voting powers, designations, preferences, and relative, participating, optional or other special rights of the Series "CF" Convertible Redeemable Preferred Stock (the "Series CF Stock") authorized hereunder and the qualifications, limitations and restricting of such preferences and rights are as follows:

1. Dividends. The holders of the Series CF Stock shall be entitled to receive, in preference to the holders of the Corporation's Common Stock, when, as and if declared by the Corporation's Board of Directors, annual dividends at the rate of \$1.00 per share and no more. Dividends on the Series CF Stock shall be non-cumulative, and declared but unpaid dividends shall not bear interest.

2. Voting. The holders of Series CF Stock shall have no voting rights.

3. Conversion Right. Each Series CF Share shall be convertible, at the option of the Holder, into Shares of Common Stock of the Company, at a conversion price equal to the LESSER OF (i) 80% of the average selling price of Shares of Common Stock sold by the Company within three months prior to the date of conversion, (ii) 80% of the Offering Price of any Initial Public Offering (IPO) of the Company's Common Stock, or (iii) \$2.00 per Share.

4. Right of Redemption. Commencing one (1) year from the date of issuance, the Company shall have the right to redeem the Series CF Shares at a redemption price of \$10.00 per Share plus accrued and unpaid dividends. Upon Notice of Redemption, Holders of Series CF Shares shall have thirty (30) days in which to exercise their conversion option.

5. Conversion Procedure. Any holder of shares of Series CF Stock entitled to convert such shares in accordance with the formula set forth hereinabove shall surrender the certificate(s) for such shares to be converted at the office of the Corporation duly endorsed for transfer to the Corporation or accompanied by instruments of transfer. The Corporation shall, as soon as practicable after receipt of such certificates, shall issue and deliver at such office to the holder for whose account such shares were surrendered, or to his nominee, certificate(s) representing the

number of fully paid and non-assessable shares of Common Stock (\$.001 par value) to which such holder is entitled upon such conversion.

6. Liquidation, Dissolution, Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the amount that shall be paid to the holder of each Series CF Share (the "liquidation value" of each share) shall be fixed at the amount of \$10.00 per share and the additional sum representing declared but unpaid dividends thereon, if any."

Certified to be a true and correct copy this 8th day of June, 2018:

WIZCARS, INC.

A handwritten signature in black ink, appearing to read "Peter Berkman", followed by a horizontal line.

PRESIDENT

PETER BERKMAN