

P22000055171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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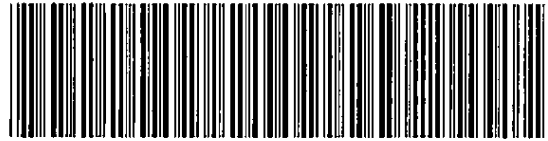
(Business Entity Name)

(Document Number)

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Articles of Amendment
to
Articles of Incorporation
of

Wooo Social Games Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P22000055171

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.," A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☒ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article IV is hereby amended to read:

The total number of shares which the Company is authorized to issue is one hundred million (100,000,000), comprised of ninety million (90,000,000) shares of common stock (hereinafter "Common Shares"), and ten million (10,000,000) shares of preferred stock (hereinafter "Preferred Shares"), which shares may be issued from time to time without action from the shareholders, for such consideration as may be fixed from time to time by the Board of Directors.

Upon amendment of the Articles of Incorporation as set forth herein, each issued and outstanding share is split and converted into ten (10) shares.

Rights of Common Shares

Subject to any prior rights to receive dividends to which the holders of any series of Preferred Shares may be entitled, the holders of Common Shares shall be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors, from funds legally available for payment of dividends. In event of any dissolution, liquidation or winding up of the Company, the holders of the Common Shares shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Company, and the amounts to which the holders of preferred or special classes of shares may be entitled, to share ratably in the remaining net assets of the Company.

Except as otherwise provided by law, every holder of Common Shares of the Company shall have the right at every shareholders' meeting to one vote for each share of Common Shares standing in his name on the books of the Company on the date established by the Board of Directors as the record date for determination of shareholders entitled to vote at such meeting.

Rights of Preferred Shares

The Board of Directors shall have authority to determine and state in the manner provided by law the rights, preferences and qualifications (other than voting rights) of the Preferred Shares. The Preferred Shares may be issued in one or more series for such an amount of consideration as may be fixed from time to time by the Board of Directors, and the Board of Directors shall have authority to determine and state in the manner provided by law the designations and the relative rights, preferences and qualifications (other than voting rights) of each series.

Except as otherwise provided by law, every holder of Preferred Shares of the Company shall have the right at every shareholders' meeting to one (1) vote for each share of Preferred Shares standing in its name on the books of the Company on the date established by the Board of Directors as the record date for determination of shareholders entitled to vote at such meeting.

Preferred Shares shall at all times be Non-Dilutive such that in the event of subsequent fundraising by the Company (a "Capital Increase"), the Preferred Shareholders shall retain the same percent of equity owned prior to the Capital Increase, by the granting of additional Preferred Shares at no cost.

Except as otherwise provided by law, every holder of Preferred Shares of the Company be entitled to receive a distribution that shall first return the Shareholder's cost basis back and thereafter shall be issued as if such Shares were converted to one (1) Share of the Company's common stock.

At and during such time as a single Preferred Shareholder owns not less than fifty-one percent (51.0%) of the total number of authorized Preferred Shares, such Preferred Shareholder shall have the right, but not the obligation to nominate one member to the Corporation's Board of Directors. To exercise its right to nominate a member to the Corporation's Board of Directors, the Preferred Shareholder shall provide written notice to the Corporation of its nominated member not less than ninety (90) days prior to the date of the Corporation's annual meeting of shareholders (or, if directors are to be elected at a special meeting of shareholders, not later than ten days after the Preferred Shareholder has been notified by the Corporation that a special meeting will be conducted for such purpose).

involuntary, each holder of Preferred Shares shall first be entitled to receive, on a pari passu basis and prior and in preference to any distribution of any of the assets or distributable proceeds of the Corporation to the holders of any Common Shares by reason of their ownership thereof or otherwise on or with respect to such stock, an amount equal to the purchase price per share paid by such holder in respect of the issuance of such shares (the "Original Cost") then held by such holder (subject to equitable adjustment in the event of any stock dividend, stock split, combination, reorganization, recapitalization, reclassification, or other similar event affecting such shares of Preferred Shares), plus all declared but unpaid dividends on such shares of Preferred Shares. If upon such liquidation, the amount available for distribution to the holders of the Preferred Shares of the Corporation is insufficient to permit payment in full to the holders of the Preferred Shares of all amounts they are otherwise entitled to, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of the Preferred Shares based on the number of shares of Preferred Shares then held.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

N/A

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

XX The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

Dated: December 21, 2023

Signature _____
DocuSigned by:
Dimitri Karabatsos
A7A828B768104CA...

Dimitri Karabatsos

(Typed or printed name of person signing)

President

(Title of person signing)

2023 Dec 21 10:01 AM