

P22000058019

(Requestor's Name)

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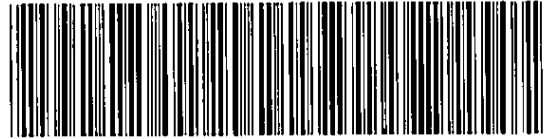
(Business Entity Name)

(Document Number)

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Amend

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2023 MAR -6 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

A. RAMSEY

MAR 07 2023

FLORIDA FILING & SEARCH SERVICES, INC.

**• P.O. BOX 10662 TALLAHASSEE, FL 32302
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DATE: 03/06/23

NAME: ELECTRONIC WORKSHOP, INC.

TYPE OF FILING: AMENDMENT

COST: 52.50

RETURN: CERTIFIED COPY AND GOOD STANDING PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ELECTRONIC WORKSHOP, INC

DOCUMENT NUMBER: P22000058019

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

Please return all correspondence concerning this matter to the following:

JOHN DAVID SCHMIDT

Name of Contact Person

ELECTRONIC WORKSHOP, INC.

Firm/ Company

1951 NW 7th Ave, Suite 160 / 165

Address

MIAMI, FL 33136

City/ State and Zip Code

sales@electronicworkshop.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

H. Francis Fytton at (561) 210-7553
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:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2023 MAR -6 AM 11:28

ELECTRONIC WORKSHOP, INC.

(Name of Corporation as currently filed with the Florida Dept. of State
TALLAHASSEE, FLORIDA

P22000058019

(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:

N/A

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**)

1951 NW 7th Ave, Suite 160 / 165 , MIAMI FL 33

MIAMI, FL 33136

C. Enter new mailing address, if applicable:

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

1951 NW 7th Ave, Suite 160 / 165 , MIAMI FL 33

MIAMI, FL 33136

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 N/A

N/A

(Florida street address)

New Registered Office Address: N/A

(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.

| | ? | N/A | | |
|----|--------|-----|--|--|
| 1) | Change | | | |
| | Add | | | |
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| 2) | Change | | | |
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| 4) | Change | | | |
| | Add | | | |
| | Remove | | | |
| 5) | Change | | | |
| | Add | | | |
| | Remove | | | |
| 6) | Change | | | |
| | Add | | | |
| | Remove | | | |

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

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

ARTICLE IV of the ARTICLES OF INCORPORATION OF ELECTRONIC WORKSHOP, INC. IS HERBY AMENDED

SEE ATTACHED 4 PAGES

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:

(if not applicable, indicate N/A)

N/A

28 FEBRUARY 2023

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.

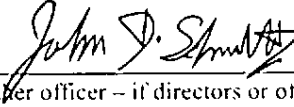
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ 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.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

Dated 28 February 2023

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOHN DAVID SCHMIDT

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLE IV of the ARTICLES OF INCORPORATION OF ELECTRONIC WORKSHOP, INC. IS HERBY AMENDED.

CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF COMMON STOCK and PREFERRED STOCK and DESIGNATION OF SERIES A PREFERRED STOCK.

Pursuant to the Business Organizations Law of the State of Florida

ELECTRONIC WORKSHOP, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by unanimous written consent on 28th February, 2023, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes a total of TWENTY-FIVE MILLION (25,000,000) shares of all classes of shares of the corporation.

Further the shares of the corporation are divided as follows:

1/ TWENTY-FOUR MILLION (24,000,000) shares of Common Stock at \$0.001 par value; and

2/ ONE MILLION (1,000,000) shares of Preferred Stock at \$0.001 par value; and

3/ Further the Board of Directors hereby approves the issuance of and designation thereof, of ONE- HUNDRED THOUSAND shares of Preferred SERIES A Stock of the Corporation, \$0.001 par value (the "Preferred SERIES A Shares"). These shares are part of the Preferred Stock in ITEM#2 above.

Resolved, that pursuant to the authority vested in the Board of Directors by Article V of the Certificate of Incorporation of the Corporation, both the series of Common Stock and Preferred Stock is hereby established, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) is hereby established.

DESIGNATION OF SERIES A PREFERRED STOCK.

FURTHER, the distinctive designation of which shall be "Series A Preferred Shares" (such series being hereinafter called "Series A Preferred Shares"), and the preferences and relative, participating, optional or other special rights of the Series A Preferred Shares, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Number of Shares; Stated Value and Dividends.** The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Preferred Stock. The stated value of the Series A Preferred Stock shall be \$0.001 par value. The holder of share of Series A Preferred Stock shall not be entitled to receive dividends.
2. **Ranking.** The Series A Preferred Stock shall rank on parity with the Corporation's Common Stock and any class or series of capital stock of the Corporation hereafter created (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.
3. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Series A Preferred Shares may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of Series A Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation.

For purposes of this Section 3, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or

consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

4. **Redemption.** The Series A Preferred Stock is not redeemable without the prior written consent of the holder of such Series A Preferred Stock.

5. **Conversion.** The shares of Series A Preferred Stock are not convertible.

6. **Voting Rights.** The holder of the share of Series A Preferred Stock shall have the following voting rights:

(a) The holder of each share of Series A Preferred Stock shall be vote with the equivalent of one hundred (100) shares of Common Stock, in all voting matters. The holder of the share of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Series A Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the shares of Series A Preferred Stock to exercise one vote to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the shares of Series A Preferred Stock shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the written consent of the holder of the share of Series A Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock.

7. **Status of Redeemed Stock.** In the event the share of Series A Preferred Stock shall be redeemed pursuant to Section 4 hereof, or converted pursuant to Section 5 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of preferred stock.

8. **Taxes.** This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Series A Preferred Stock.