

P96000015018

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Imme Biometrics Incorporated

DOCUMENT NUMBER: P96000015018

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

Please return all correspondence concerning this matter to the following:

Justin Thomas McNulty

Name of Contact Person

Imme Biometrics Incorporated

Firm/ Company

743 Watkins Street

Address

Philadelphia, PA 19148

City/ State and Zip Code

jtmcnulty@hotmail.com

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

For further information concerning this matter, please call:

Eric P. Littman, Esq.

Name of Contact Person

at (305) 663-3333

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 15, 2013

JUSTIN THOMAS MCNULTY
IMME BIOMETRICS INCORPORATED
743 WATKINS STREET
PHILADELPHIA, PA 19148

SUBJECT: IMME BIOMETRICS INCORPORATED
Ref. Number: P96000015018

We have received your document for IMME BIOMETRICS INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Minutes or corporate resolutions are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 013A00024144

RECEIVED
13 OCT 24 PM 2:29
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Imme Biometrics Incorporated

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

P96000015018

(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:

I.M. Biometrics Incorporated

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**)

N/A

C. Enter new mailing address, if applicable:

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

N/A

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

(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

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

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

ARTICLE VI RESIGNATION OF COMPANY CHAIRMAN (see attached for details)

ARTICLE VII COMPANY NAME CHANGE (see attached for details)

ARTICLE VIII REVERSE SPLIT STOCK ACTION WITHDRAWN (see attached for detail)

ARTICLE IX AUTHORIZATION TO TRANSFER EQUITY INTEREST (see attached for c

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

ARTICLES OF AMENDMENT TO HOLOCO INCORPORATED / IMME BIOMETRICS INC.

THE UNDERSIGNED, acting interim Chairman, Director and President of Holoco Inc. / IMME Biometrics Inc. do hereby amend the Articles of Incorporation as follows;

ARTICLE VI

RESIGNATION OF COMPANY CHAIRMAN

RESOLVED; The Remaining Board members considered all factors that they deemed relevant before accepting the resignation of James Patrick McNulty as Chairman of the Board and Company President. A motion was entered and approved that Justin Thomas McNulty serve as interim Company Chairman and he has been appointed to and has excepted the position of Company President and Chief Operations Officer from present time until the nomination, election and approval of a more qualified nominee by a majority of the shareholders at a special election that will be held on November 29th, 2013 at the Company's Annual Shareholders meeting.

IT IS HEREBY declared that the remaining duly elected directors of the corporation shall retain their positions and that their term of service be renewed for an additional 12 month period and that they continue to serve the Company in the capacity as a member of the Board of Directors for an additional annual term that commences on December 31, 2014 provided that they receive the consent and approval of a majority of the shareholders at the upcoming November 29th annual Shareholders meeting and/or unless or until their successor is nominated, elected and duly qualified

ARTICLE VII

COMPANY NAME CHANGE

RESOLVED; Prior Amendment **Article IV** adopted and approved at the September 7th, 2013 shareholders meeting regarding the company name change from Holoco Incorporated to Imme Biometrics Inc. is hereby repealed. This

amendment was not in full effect at this time and therefore at the recommendation of the Board of Directors and by consent of a majority of the shareholders it is withdrawn and the action negated.

THEREFORE the name of the company shall henceforth be changed from Holoco Incorporated to I.M. Biometrics Incorporated. This amendment is tentatively scheduled to take effect on October 21st, 2013 after the filing of the Articles of Amendment to the Company's Articles of Incorporation with the Secretary of State of the State of Florida and the issuance of a new CUSIP number by S & P, and upon receipt of documentation verifying this action has been given the consent and approval of the SEC from an authorized NASDAQ regulatory authority.

ARTICLE VIII

REVERSE STOCK SPLIT ACTION WITHDRAWN

RESOLVED; Prior Amendment **Article V** adopted and approved at the September 7th, 2013 shareholders meeting regarding the reverse stock split of the company's stock is hereby repealed. This amendment was not in full effect at this time and therefore at the recommendation of the Board of Directors and by consent of the majority of shareholders is withdrawn and this action negated.

THEREFORE the Articles of Incorporation **SHALL NOT** be amended to effect a reverse stock split of the Company's common stock, par value \$0.001 per share ("Common Stock"), at an exchange ratio of 1-for-30 shares of the Company's outstanding Common Stock (the "Reverse Stock Split"). As a result the number of shares of the Company's stock that have been issued and are outstanding will remain unchanged.

ARTICLE IX

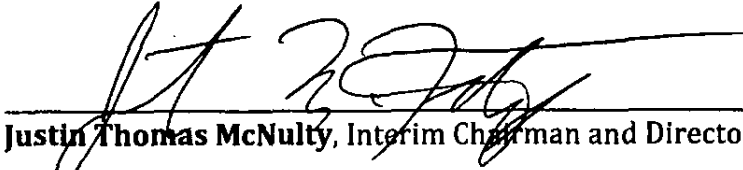
AUTHORIZATION TO TRANSFER EQUITY INTEREST

RESOLVED; The Board of Directors along with the approval and consent of a majority of the shareholders do hereby approve, authorize and permit James Patrick McNulty allowance to assign, pledge, charge or give the whole or any part of his interest in, or otherwise grant any interest of any kind in his Shares and/or any allotment of his Shares of the Company's Common Stock and/or other equity certificates currently held by him to a third party, with the condition precedent to the registration of such Transfer or Allotment, that the buyer of /or subscriber for said shares shall agree to observe and perform all relevant obligations as set forth under the Company's shareholder agreement.

IT IS HEREBY declared that the Shareholders do hereby covenant and agree to undertake with each other and comply with the terms of this Agreement and all Articles relating to the Transfer of Shares and to take all such steps as may be required to effect due registration of any Transfer of Shares effected in accordance with this Amendment to the Articles of Incorporation and/or the Company's shareholders agreement.

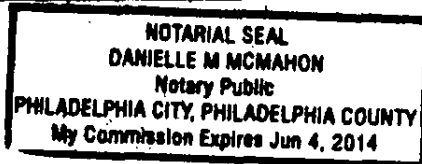
I HEREBY CERTIFY that the following was adopted and approved at a meeting of the shareholders and directors held by the company on September 29th, 2013 and that the number of votes was sufficient for approval

IN WITNESS THEREOF, I have subscribed to and executed this Amendment of the Articles of Incorporation on this day October 8, 2013


Justin Thomas McNulty, Interim Chairman and Director

Justin Thomas McNulty who is personally known to me acknowledged
THE FOREGOING INSTRUMENT before me on this day October 8, 2013


Notary Public



The date of each amendment(s) adoption: SEPTEMBER 29TH, 2013, if other than the date this document was signed.

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

Adoption of Amendment(s) (CHECK ONE)

☒ 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated OCTOBER 4, 2013

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)

JUSTIN THOMAS MCNULTY

(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD COMPANY PRESIDENT

(Title of person signing)