

PA16000091445

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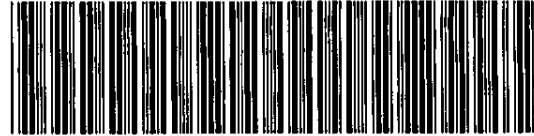
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 30 2014
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Replay Systems, Inc.

DOCUMENT NUMBER: P96000091445

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

Please return all correspondence concerning this matter to the following:

Kurt Zimmerman

Name of Contact Person

Zimmerman & Associates

Firm/ Company

2400 E. Commercial Blvd., Suite 820

Address

Fort Lauderdale, FL 33308

City/ State and Zip Code

scott.hurley@replaysystems.com

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

For further information concerning this matter, please call:

Kurt Zimmerman

Name of Contact Person

at (954) 202-7440

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" 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 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

Replay Systems, Inc.

14 DEC 23 PM 12:26

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

P96000091445

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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: _____, Florida _____
(City) (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

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)

See attached additional sheets attached with regard to deletion and replacement of
Article III of the Articles of Incorporation.

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)

See additional sheets attached with regard to Plan of Recapitalization

creating 10 Class A voting shares and 90 Class B non-voting shares. The Plan is
intended to qualify as a tax-free reorganization under
Internal Revenue Code Section 368(a)(1)(E).

The existence of Class A voting common stock and Class B non-voting common stock
does not constitute more than one class of stock
within the meaning of Internal Revenue Code Section 1361(b)(1)(D), but rather
a single class of stock whose sole difference is voting rights.

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)

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 12/22/2014

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)

Scott J. Hurley

(Typed or printed name of person signing)

President/Director/Shareholder

(Title of person signing)

**ATTACHMENT TO
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Replay Systems, Inc.,
a Florida corporation

Attachment to Paragraph E:

Pursuant to Section 607.1006, Florida Statutes, Replay Systems, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation:

Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

III. Capital Stock

The aggregate number of shares of stock that the Corporation shall have authority to issue and to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$.001 per share consisting of:

Ten (10) shares of Class A voting common stock; and

Ninety (90) shares of Class B non-voting common stock.

The Class A voting common stock and Class B non-voting common stock shall confer identical rights in every respect (including identical rights to distribution and liquidation proceeds) except voting rights.

The holders of the Class A voting common stock will possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of Directors. The holders of the Class B non-voting common stock will have no voting powers whatsoever, and no holder of Class B non-voting common stock will be entitled to vote on or otherwise participate in any proceedings in which actions are taken by vote of the shareholders. Except with respect to voting rights, the rights and preferences of the Class A voting common stock and Class B non-voting common stock will be identical.

The existence of Class A voting common stock and Class B non-voting common stock does not constitute more than one class of stock within the meaning of Internal Revenue Code Section 1361(b)(1)(D), but rather a single class of stock whose sole difference is voting rights.

Each stock certificate representing a share of Class A voting common stock shall state conspicuously on its face that its holder is entitled to vote on all corporation matters requiring a vote of the shareholders, and each stock certificate representing a share of Class B non-voting common stock shall state conspicuously on its face that its holder is not entitled to vote on matters requiring a vote of the shareholders.

Attachment to Paragraph F:

The foregoing amendment to the Corporation's Articles of Incorporation is pursuant to a Plan of Recapitalization intended to qualify as a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(E). The Plan recognizes that, immediately prior to implementing the Plan, the Corporation has 100 shares of stock issued and outstanding. Under the Plan, all 100 shares will be immediately replaced with 10 shares of Class A voting common stock and 90 shares of Class B non-voting common stock. After such replacement, the only stock authorized, issued and outstanding will be 10 shares of Class A voting common stock and 90 shares of Class B non-voting common stock.