

10/9/2014

Division of Corporations

P9700048721

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
OJ SYSTEMS INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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Corporate Filing Menu

Help

C. Lewis  
10-16-14



October 16, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

OJ SYSTEMS INC.  
PO BOX 903  
DEL MAR, CA 92130

SUBJECT: OJ SYSTEMS INC.  
RRF: P97000048721

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the heading on the amendment to say articles of amendment instead of certificate of amendment. Also, you put the wrong name for the corporation. Please amend your document accordingly. You failed to make the changes to the amendment.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

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RECEIVED  
14 OCT 16 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

OJ Systems, Inc., a Florida corporation

14 OCT -7 PM 1:04

Articles of Amendment

Dated: September 22, 2014

P97000048721

Pursuant to the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of OJ Systems, Inc. (the "Corporation"), are amended as follows:

The undersigned President and Secretary of the Corporation, does hereby certify:

*WHEREAS*, That a majority of the shareholders of the Corporation, pursuant to the powers granted thereto under the Act, did enter into a Unanimous Written Consent in lieu of Special Meeting of Shareholders of even date herewith, and adopted such resolutions setting forth proposed amendments to the Articles of Incorporation of the Corporation, declaring such amendments to be advisable and in the best interest of the Corporation:

*WHEREAS*, that in accordance with the Act, those shareholders holding the necessary amount of common shares of the Corporation did duly adopt such amendments to the Articles of Incorporation by voting in favor thereof; and

*WHEREAS*, that the following amendments to the Articles of Incorporation were duly adopted.

*NOW, THEREFORE*:

*RESOLVED*, that Article I shall be amended to change the Corporation name as follows:

"The name of the Corporation shall be CAD Dental Holdings, Inc. and its principal and mailing address is 423 Main Street 3rd Floor, Rockland, ME 04841

*RESOLVED*, that Article IV shall be amended to consolidate the number of issued common shares of the Corporation as follows:

"The number of issued common shares the Corporation as of September 22, 2014 shall be consolidated on the basis that One Thousand (1,000) shares shall become one (1) share, provided that no fractional shares of the Corporation shall be issued in connection with the consolidation and that the number of shares received by each shareholder shall be rounded down to the nearest whole number of shares in the event such shareholder would otherwise be entitled to receive a fraction shall upon such consolidation"

*RESOLVED*, that Article IV shall be further amended to authorize the Series A Preferred Stock of the Corporation as follows:

"The Corporation shall designate a class of its preferred stock known as "Series A Preferred Stock, par value \$0.00001. The Corporation shall be authorized to issue up to 10,000,000 shares of its Series A Preferred Stock. Each share of Series A Preferred Stock will provide for *puri passu* voting rights with each share the Corporation's common stock. Each share of Series A Preferred Stock will

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14 OCT -7 PM 1:04

Corporation multiplied by a power of four (4). Any holder of the Series A Preferred Stock shall receive any dividend issued by the Corporation prior to the holders of the Corporation's common stock. Upon any liquidation or dissolution of the Corporation, any holder of the Series A Preferred Stock shall hold a liquidation preference over the holder(s) of the Corporation's common stock."

**RESOLVED**, that Article IV shall be further amended to authorize the Series B Preferred Stock of the Corporation as follows:

"The Corporation shall designate a class of its preferred stock known as "Series B Preferred Stock, par value \$0.00001. The Corporation shall be authorized to issue up to 10,000,000 shares of its Series B Preferred Stock. Each share of Series B Preferred Stock shall be convertible into shares of the Corporation's common stock on a basis of that number of common stock divisible into One and 00/100 Dollars (\$1.00/00) as quoted on any major national stock exchange as of the date a written notice of the Series B Preferred stockholder's intent to convert is served upon the Secretary of the Corporation. Each share of Series B Preferred Stock will provide for *pari passu* voting rights with each share the Corporation's common stock. Each share of Series B Preferred Stock will entitle the shareholder thereof with ten (10) votes. Any holder of the Series B Preferred Stock shall receive any dividend issued by the Corporation prior to the holders of the Corporation's Series A Preferred Stock and common stock. Upon any liquidation or dissolution of the Corporation, any holder of the Series B Preferred Stock shall hold a liquidation preference over the holder(s) of the Corporation's Series A Preferred Stock and common stock."

**RESOLVED**, that Article IV shall be further amended to authorize the Series C Preferred Stock of the Corporation as follows:

"The Corporation shall designate a class of its preferred stock known as "Series C Preferred Stock, par value \$0.00001. The Corporation shall be authorized to issue up to 10,000,000 shares of its Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible into Five Hundred (500) shares of the Corporation's common stock. Each share of Series C Preferred Stock will provide for *pari passu* voting rights with each share the Corporation's common stock. Each share of Series C Preferred Stock will entitle the shareholder thereof with one (1) vote. Any holder of the Series C Preferred Stock shall receive any dividend issued by the Corporation prior to the holders of the Corporation's Series A Preferred Stock, Series B Preferred Stock and common stock. Upon any liquidation or dissolution of the Corporation, any holder of the Series C Preferred Stock shall hold a liquidation preference over the holder(s) of the Corporation's Series A Preferred Stock, Series B Preferred Stock, and common stock."

**WHEREFORE**, the undersigned do execute, file and record this Certificate of Amendment, and do certify that the facts stated herein are true and correct to their best knowledge and belief.

Dated: September 22, 2014

OJ SYSTEMS, INC.,

*Ralph Boyd MS*

By: Ralph Boyd

Its: Chief Executive Officer, President

*Ralph Boyd MS*

By: Ralph Boyd

Its: Secretary

**Prepared By:**

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