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**ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AXSA DOCUMENT SOLUTIONS, INC.**

AXSA Document Solutions, Inc., a Florida corporation (the "Corporation"), acting pursuant to Section 607.1006 of the Florida Business Corporation Act, does hereby submit the following Articles of Amendment setting forth the designation of series and determination of rights and preferences of its Series A Convertible Preferred Stock.

**I.**

The name of the Corporation is AXSA Document Solutions, Inc.

**II.**

Pursuant to Article II of the Corporation's Amended and Restated Articles of Incorporation, there is hereby established a new series of 1,500 shares of Preferred Stock of the Corporation (the "Series A Convertible Preferred Stock") to have the designation, rights, preferences, powers, restrictions and limitations set forth in a supplement to Article II as follows:

1. Designation and Amount. The Preferred Stock of the Corporation created and authorized for issuance hereby shall be designated as Series A Convertible Preferred Stock having a par value per share equal to \$0.001, and the number of shares constituting such series shall be One Thousand Five Hundred (1,500).

2. Rank. The Series A Convertible Preferred Stock shall, with respect to dividend rights and rights upon liquidation, winding up or dissolution, whether voluntary or involuntary, rank prior to the Common Stock, \$0.001 par value, of the Corporation and all other classes or series of preferred stock, preference stock or any other capital stock or equity securities of the Corporation, whether now issued or hereafter created.

3. Dividends. The holders of shares of Series A Convertible Preferred Stock shall be entitled to receive, prior to and in preference of any dividends declared, paid upon or set aside for the Common Stock of the Corporation in any year, dividends in cash, stock or otherwise, when and if declared by the Board of Directors out of funds legally available therefor, payable quarterly at the annual rate of eight percent (8%) of the original purchase price per share of Series A Convertible Preferred Stock ("Original Purchase Price"). Such dividends shall not be cumulative. If the Board of Directors declares a dividend for any quarter, such dividend shall be paid within five (5) days after the end of such quarter.

4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, holders of Series A Convertible Preferred Stock will be entitled to receive, prior to and in preference of the holders of Common Stock, the Original Purchase Price, plus eight percent (8%) of the Original Purchase Price compounded per annum calculated from the date of the initial issuance and sale of shares of Series A Convertible Preferred Stock through the

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effective date of the liquidation, dissolution or winding up of the Corporation, less any dividends paid on the Series A Convertible Preferred Stock from the date of the initial issuance and sale of shares of Series A Convertible Preferred Stock through the effective date of the liquidation, dissolution or winding up of the Corporation (the "Series A Liquidation Preference"). Any merger, reorganization, consolidation or sale of substantially all of the assets or of the issued and outstanding stock equity of the Corporation shall be recorded as a liquidation, dissolution or winding up for purposes of this Series A Liquidation Preference.

(b) After the payment in full of the Series A Liquidation Preference to all holders of the Series A Convertible Preferred Stock, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of the Common Stock and Series A Convertible Preferred Stock on a pro rata basis.

5. Conversion Rights. The holders of the Series A Convertible Preferred Stock shall have conversion rights as follows:

(a) Automatic Conversion. Each share of Series A Convertible Preferred Stock shall automatically be converted (the "Conversion") into Eight Hundred Thirty-Three and 33/100s (833.33) shares of Common Stock (the "Conversion Ratio"), effective on the closing date of a reverse merger between the Corporation and a public shell company.

(b) Mechanics of Conversion.

(i) No fractional share of Common Stock shall be issued pursuant to the Conversion. In lieu of any fractional shares to which the holder would otherwise be entitled, after aggregating all shares of Common Stock (including fractional shares thereof) issuable upon the Conversion, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock at the time of the Conversion (as determined in good faith by the Board of Directors).

(ii) Before any holder of Series A Convertible Preferred Stock shall be entitled to convert the same into shares of Common Stock, and before the Corporation shall be obligated to issue certificates for shares of Common Stock upon the Conversion, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Convertible Preferred Stock.

(iii) In the event of the loss, theft or destruction of the holder's certificate or certificates, the holder shall notify the Corporation or its transfer agent that such certificate or certificates have been lost, stolen or destroyed and shall execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificate or certificates.

(iv) The Corporation shall, as soon as practicable after delivery of certificates in accordance with this subsection (ii) or, in the case of a lost, stolen or destroyed certificate, the execution and delivery of the agreement and indemnity, issue and deliver at such office to such holder of Series A Convertible Preferred Stock, or to such holder's nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with cash in lieu of any fractional share.

(c) Adjustments for Subdivisions, Stock Dividends, Combinations or Consolidation of Common Stock. In the event that the Corporation at any time or from time to time declares or pays, without consideration, any dividend on Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or effects a subdivision or combination of its outstanding shares of Common Stock into a greater or smaller number of shares without a proportionate and corresponding subdivision or combination of the outstanding shares of Series A Convertible Preferred Stock, then in each such event the Conversion Ratio shall be adjusted proportionally.

(d) No Impairment. The Corporation will not, by amendment of its Amended and Restated Articles of Incorporation, or through any reorganization, recapitalization, transfer of assets, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance by the Corporation of any of the terms hereof, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Convertible Preferred Stock against impairment in connection with the Conversion.

(e) Notices of Record Date. In the event that the Corporation shall propose at any time: (1) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (2) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (3) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; (4) to effect a liquidation or any other transaction of a type similar to those described in Section 4 above; or (5) to effect a merger with or into another corporation or a sale of all or substantially all of the assets of the Corporation to another corporation; then, in connection with each such event, the Corporation shall send to the holders of the Series A Convertible Preferred Stock:

(i) at least ten (10) business days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights or vote, with respect to a merger or other transaction requiring a vote of the shareholders of the Corporation (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote with respect to the matters referred to in (3) or (4) above; and

(ii) in the case of the matters referred to in (3) above, at least ten (10) business days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the Conversion of all then outstanding shares of the Series A Convertible Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the Conversion, the Corporation shall take such corporate action as may, in the opinion of

its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(g) Notices. Any notice required by the provisions of this Section 5 to be given to the holders of shares of Series A Convertible Preferred Stock shall be deemed given three days after deposit in the United States mail, postage prepaid, return receipt requested, and addressed to each holder of record at his address appearing on the books of the Corporation.

6. Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable with respect to any issue or delivery of shares of Common Stock pursuant to the Conversion; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with the Conversion.

7. Voting Rights. Unless and until the Conversion occurs, no holder of Series A Convertible Preferred Stock shall be entitled to vote upon any matter brought before the shareholders.

8. Information Rights. The Corporation will provide the holders of Series A Convertible Preferred Stock quarterly financial statements within forty five (45) days after the end of each fiscal quarter and annual financial statements within seventy-five (75) days following the end of each fiscal year.

9. Amendment. Any term or provision relating to the obligations, rights, preferences or privileges of the Series A Convertible Preferred Stock may be amended only by the vote or written consent of the Board of Directors. Any amendment or waiver so affected shall be binding upon the Corporation and any holder of Series A Convertible Preferred Stock.

### III.

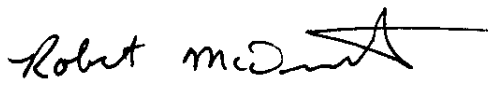
All other provisions of the Amended and Restated Articles of Incorporation shall remain in full force and effect.

### IV.

These Articles of Amendment were duly approved by the board of directors and were not required to be submitted to the shareholders, pursuant to Section 607.1002 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed as of February 11, 2009.

AXSA DOCUMENT SOLUTIONS, INC.

By:   
Robert McDermott, President