

P970000066824

(Requestor's Name)

PERFECT WEB TECHNOLOGIES, INC.
2910 NW 26TH AVE.
BOCA RATON, FL 33434

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

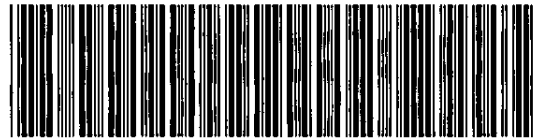
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/26/14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 20, 2014

PERFECT WEB TECHNOLOGIES, INC.
2910 NW 26TH AVE
BOCA RATON, FL 33434

SUBJECT: PERFECT WEB TECHNOLOGIES, INC.
Ref. Number: P97000066824

We have received your document for PERFECT WEB TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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: 414A00017951

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERFECT WEB TECHNOLOGIES, INC.

FILED

2014 AUG 11 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the
Florida Business Corporation Act

1. Pursuant to Section 607.0602 of the Florida Corporation Act (the "FBCA"), Perfect Web Technologies, Inc. (the "Company") hereby adopts the following Amendment to its Articles of Incorporation (the "Amendment"):
2. The name of the Corporation is **Perfect Web Technologies, Inc.**
3. The Amendment set forth below was duly adopted on August 1, 2014 by the Board of Directors pursuant to a special meeting duly called and held in accordance with Section 607.0820 of the FBCA. Shareholder action was not required
4. This Amendment to the Corporation's Articles of Incorporation shall amend Article V. Capital Stock and increase its Class A Common stock from **350,000,000** to **1,000,000,000** authorized to be issued.

AMENDMENT ADOPTED

ARTICLE V.

CAPITAL STOCK

The Corporation shall have the authority to issue 1,000,000,000 shares of \$.001 par value Class A Common Stock (the "Class A Common Stock"), 150,000,000 shares of \$.01 par value Class B Common Stock (the "Class B Common Stock," and together with the Class A Common Stock, the "Common Stock"), and 150,000,000 shares of \$.01 par value Preferred Stock (the "Preferred Stock"). The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the corporation entitled to vote.

A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof is as follows:

A. Class A Common Stock

(1) Dividends. The holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders

of Class B Common Stock shall receive either Class A Common Stock or Class B Common Stock at the holders of Class B Common Stock discretion.

(2) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Voting. Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Florida the holders of Class A Common Stock and the holders of Class B Common Stock shall at all times vote on all matters (including the election of directors) together as one class.

B. Class B Common Stock

(1) Dividends. The holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders of Class B Common Stock shall receive either Class A Common Stock or Class B Common Stock at the holders of Class B Common Stock discretion.

(2) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Voting. Each holder of Class B Common Stock shall be entitled to ten votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Florida, the holders of Class A Common Stock and the holders of Class B Common Stock shall at all times vote on all matters (including the election of directors) together as one class.

(4) Conversion.

(a) Each share of Class B Common Stock shall be convertible into one fully paid and nonassessable share of Class A Common Stock at the option of the holder thereof at any time.

(b) Each share of Class B Common Stock shall automatically be converted into one fully paid and nonassessable share of Class A Common Stock upon any sale, pledge, conveyance, hypothecation, assignment or other transfer (a "Transfer") of such share, whether or not for value, by the initial registered holder (the "Initial Holder") thereof, other than any such Transfer by such holder to (i) a nominee of such holder (without any change in beneficial ownership, as such term is defined under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) or (ii) another person that, at the time of such Transfer, beneficially owns shares of Class B Common Stock or a nominee thereof; provided that, notwithstanding the foregoing, (A) any Transfer by the Initial Holder

without consideration to (1) any controlled affiliate of such Initial Holder which remains such, (2) a partner, active or retired, of such Initial Holder, (3) the estate of any such Initial Holder or a trust established for the benefit of the descendants or any relatives or spouse of such Initial Holder, (4) a parent corporation or wholly-owned subsidiary of such Initial Holder or to a wholly-owned subsidiary of such parent unless and until such transferee ceases to be a parent or wholly-owned subsidiary of the Initial Holder or a wholly-owned subsidiary of such parent, or (5) the spouse of such Initial Holder, in each case, shall not result in such conversion or (B) any bona fide pledge by the Initial Holder to any financial institution in connection with a borrowing shall not result in such conversion; and provided, further, that in the event any Transfer shall not give rise to automatic conversion hereunder, then any subsequent Transfer by the holder (other than any such Transfer by such holder to a nominee of such holder (without any change in beneficial ownership)) or the pledgor, as the case may be, shall be subject to automatic conversion upon the terms and conditions set forth herein.

(c) The one-to-one conversion ratio for the conversion of the Class B Common Stock into Class A Common Stock in accordance with Section 4(a) and 4(b) of this Article V shall in all events be equitably adjusted in the event of any recapitalization of the Corporation by means of a stock dividend on, or a stock split or combination of, outstanding Class A Common Stock or Class B Common Stock, or in the event of any merger, consolidation or other reorganization of the Corporation with another corporation.

(d) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock.

(e) If any shares of Class B Common Stock shall be converted pursuant to this Section 4, the shares so converted shall be retired and returned to the authorized but unissued shares of Class B Common Stock.

C. Other Matters Affecting Shareholders of Class A Common Stock and Class B Common Stock

In no event shall any stock dividends or stock splits or combinations of stock be declared or made on Class A Common Stock or Class B Common Stock unless the shares of Class A Common Stock and Class B Common Stock at the time outstanding are treated equally and identically, except that such dividends or stock splits or combinations shall be made in respect of shares of Class A Common Stock and Class B Common Stock in the form of shares of Class A Common Stock or Class B Common Stock, respectively.

D. Class C Common Stock

(1) Dividends. The holders of the Class C Common Stock will not be entitled to receive dividends unless when declared by authorization of the Board of Directors.

(2) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class C Common Stock will only be entitled to receive, the assets of the Corporation of whatever kind available for distribution to stockholders after Board of Director approval and, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Voting. Each holder of Class C Common Stock shall be entitled to one vote for each ten shares of Class C Common Stock held as of the applicable date on any matter that is submitted to a

vote or for the consent of the stockholders of the Corporation. Except as otherwise provided herein or by the General Corporation Law of the State of Florida, the holders of Class A Common Stock, the holders of Class B Common Stock and the holders of Class C Common Stock shall at all times vote on all matters (including the election of directors) together as one class.

Conversion.

(a) Each share of Class C Common Stock will only be convertible into a number of fully paid and nonassessable shares of Class A Common Stock only upon authorization of the Board of Directors.

(b) With Board of Directors authorization each share of Class C Common Stock shall be converted into fully paid and nonassessable share of Class A Common Stock upon any sale, pledge, conveyance, hypothecation, assignment or other transfer (a "Transfer") of such share, whether or not for value, by the initial registered holder (the "Initial Holder") thereof, other than any such Transfer by such holder to (i) a nominee of such holder (without any change in beneficial ownership, as such term is defined under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or (ii) another person that, at the time of such Transfer, beneficially owns shares of Class C Common Stock or a nominee thereof; provided that, notwithstanding the foregoing, (A) any Transfer by the Initial Holder without consideration to (1) any controlled affiliate of such Initial Holder which remains such, (2) a partner, active or retired, of such Initial Holder, (3) the estate of any such Initial Holder or a trust established for the benefit of the descendants or any relatives or spouse of such Initial Holder, (4) a parent corporation or wholly-owned subsidiary of such Initial Holder or to a wholly-owned subsidiary of such parent unless and until such transferee ceases to be a parent or wholly-owned subsidiary of the Initial Holder or a wholly-owned subsidiary of such parent, or (5) the spouse of such Initial Holder, in each case, shall not result in such conversion or (B) any bona fide pledge by the Initial Holder to any financial institution in connection with a borrowing shall not result in such conversion; and provided, further, that in the event any Transfer shall not give rise to automatic conversion hereunder, then any subsequent Transfer by the holder (other than any such Transfer by such holder to a nominee of such holder (without any change in beneficial ownership)) or the pledgor, as the case may be, shall be subject to automatic conversion upon the terms and conditions set forth herein.

(c) The conversion of the Class C Common Stock into Class A Common Stock will occur in accordance with Section 4(a) and 4(b) of this Article V and shall in all events be authorized by the Board of Directors.

(d) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class C Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class C Common Stock.

(e) If any shares of Class C Common Stock shall be converted pursuant to this Section 4, the shares so converted shall be retired and returned to the authorized but unissued shares of Class C Common Stock.

Other Matters Affecting Shareholders of Class A Common Stock, Class B Common Stock and Class C Common Stock.

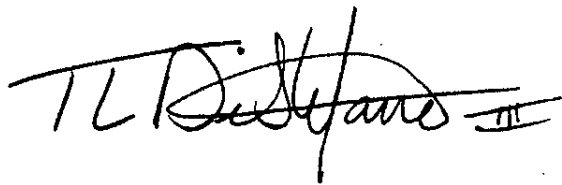
In no event shall any stock dividends or stock splits or combinations of stock be declared or made on Class A Common Stock or Class B Common Stock unless the shares of Class A Common Stock and Class B Common Stock at the time outstanding are treated equally and identically, except that such

dividends or stock splits or combinations shall be made in respect of shares of Class A Common Stock and Class B Common Stock in the form of shares of Class A Common Stock or Class B Common Stock, respectively. Class C Common Stock is not affected by stock dividends or stock splits or combinations of stock unless authorized by the Board of Directors.

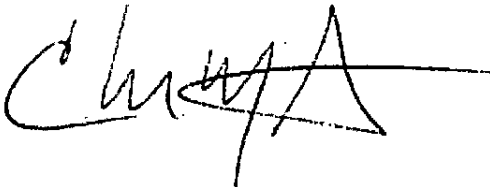
E. Preferred Stock

The Board of Directors shall, by resolution, fix the powers, designations, preferences, rights and qualifications, limitations and restrictions of any class or series of the Preferred Stock which shall not have been fixed by the Certificate of Incorporation.

August 1, 2014

A handwritten signature in black ink, appearing to read "T L DiStefano III", written over a horizontal line.

Thomas L. DiStefano III
Chairman and CEO

A handwritten signature in black ink, appearing to read "Chris Monteleone", written over a horizontal line.

Christopher L. Monteleone
Director and VP