

P98000047602

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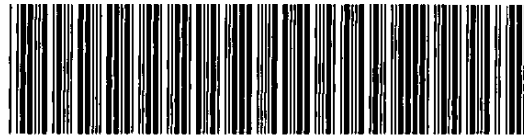
(Business Entity Name)

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08 JAN 16 PM 1:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
1-18-08*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: TECHLABS, INC

DOCUMENT NUMBER: P98000042602

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

Please return all correspondence concerning this matter to the following:

JAYME DORROUGH  
(Name of Contact Person)

TECHLABS, INC  
(Firm/ Company)

1836 NE RIVER CT  
(Address)

JENSEN BEACH FL 34957  
(City/ State and Zip Code)

For further information concerning this matter, please call:

JAYME DORROUGH at ( 772 ) 334 3011  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

TECHLABS INC

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

P 98000047602

(Document number of corporation (if known))

FILED  
08 JAN 16 PM 1:2  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ATTACHED

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TECHLABS, INC.  
(Document No. P98000047602)

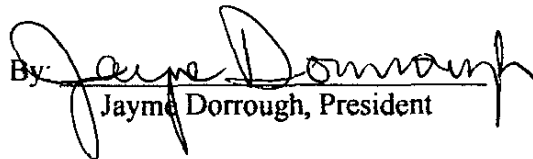
Pursuant to the provisions of Section 607.1006 and 607.0602 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is TECHLABS, INC.

SECOND: Annexed hereto is a resolution duly adopted by the Board of Directors on January 15, 2008 establishing a series of Preferred Stock of this Corporation. The amendment was duly adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated: January 15, 2008

TECHLABS, INC.

By:   
Jayme Dorrough, President

RESOLVED, that pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Articles of Incorporation, a series of Preferred Stock of the Corporation be, and, it hereby is, created out of the authorized but unissued shares of the Blank Check Preferred Stock of the Corporation, such series to be designated Special Voting Preferred Stock and having the voting, dividend, conversion, priorities, preferences and relative and other rights and qualifications, limitations and restrictions set forth as follows:

1. Designation, Amount, Stated Value, Dividends. One (1) share of the Company's authorized but undesignated Blank Check Preferred Stock shall be designated as Special Voting Preferred Stock (the "Special Voting Preferred Stock"). The stated value of the Special Voting Preferred Stock shall be \$0.001. The holder of share of Special Voting Preferred Stock shall not be entitled to receive dividends.

2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Special Voting Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of Special Voting Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. Redemption. The Special Voting Preferred Stock is not redeemable without the prior written consent of the holder of such Special Voting Preferred Stock.

4. Conversion. The share of Special Voting Preferred Stock shall be convertible, at the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation into such number of fully paid and non-assessable shares of common stock of the Corporation as is determined by mutual agreement of the Corporation and the holder of the Special Voting Preferred Stock at the time of conversion.

5. Voting Rights. The holder of the share of Special Voting Preferred Stock shall have the following voting rights:

(a) The holder of the share of Special Voting Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Special Voting Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Special Voting Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Special Voting Preferred Stock shall be equal to at least fiftyone percent (51%) of all votes entitled to be cast.

(c) Without the affirmative vote of the holder of the share of Special Voting Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Special Voting Preferred Stock.

6. Status of Redeemed Stock. In the event the share of Special Voting Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of blank check preferred stock.

7. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Special Voting Preferred Stock.

The date of each amendment(s) adoption: JAN 15, 2008

Effective date if applicable: JAN, 15 2008  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

N/A

☒ The amendment(s) was/were approved 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.

Signature

Jayne Dornoula  
(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)

JAYNE DORNOULA

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)

FILING FEE: \$35