

To: FL Dept of State - Div of Corps
Subject: GSL Solutions, Inc
Division of Corporations

From: Michele Holden

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
GSL SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GSL Solutions, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on October 2, 1998 and amended on October 21, 1999, May 8, 2000 and November 17, 2000.
2. Pursuant to Section 607.1003(6), Florida Statutes, this amendment to the Articles of Incorporation was approved by written consent of a majority of the voting common shareholders of the Corporation without the action of the board of directors, as of October 2, 2008. The number of votes cast by holders of the voting common stock was sufficient for approval of this amendment.
3. As amended below, Article V of the Articles of Incorporation changes the current capital structure of the Corporation.
4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article V of the Articles of Incorporation of the Corporation shall read as follows:

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Article V
Capital Stock

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be as follows:

1. Common Stock.

1,000,000 shares of voting common stock (the "Voting Common Stock") with a par value of \$1.00 per share; and

1,000,000 shares of nonvoting common stock (the "Nonvoting Common Stock") with a par value of \$1.00 per share.

The shares of Common Stock shall entitle the holder thereof to such rights and privileges with respect to voting, dividends, preferences in liquidation and such other rights as are specifically set forth in paragraphs (b) through (e) of this Article V.

2. Preferred Stock.

100 shares of Series A Preferred Stock (the "Series A Preferred Stock") with a par value of \$0.01 per share; and

999,900 shares of undesignated serial preferred stock with a par value of \$1.00 per share (the "Preferred Stock").

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- i. the designation of such series;
- ii. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;

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iii. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

iv. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

v. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

vi. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

vii. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

viii. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

(b) Payment for Stock. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting. Subject to such voting rights, if any, whether as a separate voting group or together with the Common Stock as a single voting group, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, the entire voting power of this Corporation shall be vested in the Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided by law, holders of nonvoting stock and holders of Series A Preferred Stock shall not be entitled to any voting rights by virtue of such ownership. Except as otherwise provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, there shall be no cumulative voting in the election of directors.

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(d) Dividends. Subject to such dividend rights, if any, whether preferential, participating or both, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis. Notwithstanding the foregoing, so long as any shares of Series A Preferred Stock are issued and outstanding, holders of Series A Preferred Stock shall be entitled to receive three percent (3%) of the aggregate amount of any dividends paid by the Corporation if, as and when such dividends are declared and paid by the Corporation to the holders of Common Stock.

(e) Preferences in the Event of Liquidation. Subject to such preferences and participation rights, if any, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed in the following order and priority: (i) to each holder of Series A Preferred Stock, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any other class or series of stock of the Corporation by reason of their ownership thereof, an amount equal to any and all accrued but unpaid dividends payable to holders of the Series A Preferred Stock pursuant to paragraph (d) of this Article V and (ii) the balance, pro rata among the holders of the outstanding Voting Common Stock and holders of Nonvoting Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article V(e).

(f) Redemption; Conversion. Subject to such rights, if any, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a)(2) of this Article V, neither the Common Stock nor the Series A Preferred Stock is redeemable or convertible.

(g) Notices of Record Date. In the event that the Corporation shall propose at any time: (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities; (ii) 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; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) a Sale Event, then, in connection with each such event, the Corporation shall send to the holders of Series A Preferred Stock: (1) at least ten (10) calendar days prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and (2) in the case of the matters referred to in (iii) and (iv) above, at least twenty (20) calendar days prior written notice of the date when the same shall take

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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).

(h) Notices. Any notice required by the provisions of this Article V to be given to the holders of shares of Series A Preferred Stock shall be given in writing and shall be deemed to be effectively given five days after having been sent by mail, postage prepaid and addressed to each holder of record at his address appearing on the books of the Corporation.

(i) Protective Provisions. So long as there shall be any shares of Series A Preferred Stock outstanding, the following provision shall apply:

i. The holders of the Series A Preferred Stock, voting as a separate voting group, shall be entitled to elect one member to the Board of Directors of the Corporation.

ii. The Corporation shall not issue any additional shares of Series A Preferred Stock without the approval of the holders of the Series A Preferred Stock, voting as a separate voting group.

IN WITNESS WHEREOF, GSL SOLUTIONS, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 2 day of October, 2008.

GSL SOLUTIONS, INC.

By: Michael A. Gaines
Michael A. Gaines, President

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