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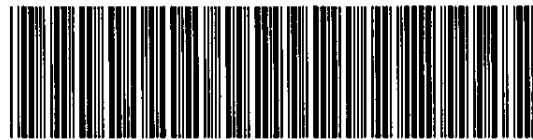
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Total Digital Security Corporation

DOCUMENT NUMBER: P13000023743

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

Please return all correspondence concerning this matter to the following:

Bradley B. Eavenson, Esq.

Name of Contact Person

Eavenson, Fraser, Lunsford & Evans, P. L.

Firm/ Company

2000 PGA Blvd. Suite 3200 A

Address

Palm Beach Gardens, FL 33408

City/ State and Zip Code

BEavenson@EFLELaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bradley B. Eavenson at (561) 626-1011

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$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

FILED

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTAL DIGITAL SECURITY CORPORATION

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of Total Digital Security Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on March 13, 2013, are hereby amended and restated in their entirety. On September 17, 2014, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors and approved by shareholders of the Corporation holding a sufficient number of votes to approve the same, as follows:

ARTICLE I
NAME

The name of the corporation is Total Digital Security Corporation

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation is 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401 and the mailing address of the Corporation is 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401.

ARTICLE III
CORPORATE PURPOSE

This Corporation is organized for the purpose of marketing cyber security solutions, products and services, and transacting any and all other lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Hundred Twenty Five Million (125,000,000) shares, consisting of (i) One Hundred Million (100,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Twenty Five Million (25,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock").

Common Stock

Section 1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any issued.

Section 2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party,

the holders of Common Stock and the holders of Preferred Stock, if any, shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

Section 3. Dividends. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

Section 4. Liquidation. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

Preferred Stock

Section 1. Designation of Rights, Privileges and Preferences. The Preferred Stock is subject to issuance by the Board of Directors in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(ii) The number of shares constituting that series or class and the distinctive designation of that series;

(iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;

(iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

(viii) Any other relative rights, preferences and limitations of that series or class.

ARTICLE V
INITIAL OFFICERS AND DIRECTORS

Bradford A. Deflin is the sole initial officer of the Company and shall hold the office as President, Secretary and Treasurer of the Company. Bradford A. Deflin, Marc E. Deflin and Kendall H. Deflin are the initial directors of the Company.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders of the Corporation if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 343 Flamingo Drive, West Palm Beach, FL 33401. The name of the Corporation's registered agent at that office is Bradford A. Deflin.

ARTICLE VIII
LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

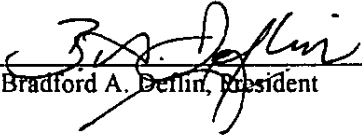
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation on September 17, 2014, and affirm that the statements made herein are true under the penalties of perjury.

[Signature Appears On Next Page.]

TOTAL DIGITAL SECURITY CORPORATION

By: 
Bradford A. Berlin, President