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Division of Corporations

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SMART RX SYSTEMS, INC.**

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TALLAHASSEE, FLORIDA
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November 18, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SMART RX SYSTEMS, INC.
5703 RED BUG LAKE ROAD
SUITE 256
WINTER SPRINGS, FL 32708US

SUBJECT: SMART RX SYSTEMS, INC.
REF: P13000068431

PLEASE GIVE ORIGINAL SUBMISSION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000253085
Letter Number: 613A00026571

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EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

OF

SMART RX SYSTEMS, INC.

ARTICLE I
NAME

The name of the corporation is Smart RX Systems, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the Corporation's initial principal office is 5703 Red Bug Lake Road, Suite 256, Winter Springs, FL 32708. The mailing address of the Corporation is 5703 Red Bug Lake Road, Suite 256, Winter Springs, FL 32708.

ARTICLE III
PURPOSE

The corporation may, and is authorized to, engage in all business permitted under the laws of the United States and Florida. The duration of the corporation shall be perpetual.

ARTICLE IV
CAPITAL STOCK OF THE CORPORATION

The capital stock of the Corporation shall consist of (a) 100,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), (b) 10,000,000 shares of Founders Preferred Stock, \$0.0001 par value per share ("Founders Stock") and (c) 20,000,000 shares of Series A Preferred Stock, \$0.0001 par value per share ("Series A Preferred Stock") and together with the Founders Stock, the "Preferred Stock," and a holder of any of Common Stock, Founders Stock or Series A Preferred Stock, a "Stockholder"), each respectively possessing the following rights, powers and preferences of the holders thereof as set forth herein.

Common Stock

The holders of Common Stock shall be entitled to one vote per each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to the applicable laws of the State of Florida (the "Florida Corporate Statutes"). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Articles of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of any contrary provisions of the Florida Corporate Statutes. Common Stock shall not be transferrable, except to a party who is a family member of the holder of such Common Stock, or who, directly or indirectly, controls, is controlled by, or is under common control

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with the holder of such Common Stock, including without limitation any general partner, managing member, officer or director of the holder of such Common Stock or any venture capital fund now or hereafter existing that is controlled by one or more general partners or managing members of, or shares the same management company with, the holder of such Common Stock (an "Affiliate").

Preferred Stock

Founders Stock

Each share of Founders Stock shall be convertible into one share of Common Stock (the "Founders Stock Conversion Ratio"). On any matter presented to the Stockholders of the Corporation for their action or consideration at any meeting of Stockholders of the Corporation (or by written consent of the Stockholders in lieu of meeting), each holder of outstanding shares of Founders Stock shall be entitled to two votes per share of Founders Stock held as of the record date for determining Stockholders entitled to vote on such matter. Founders Stock shall not be transferrable, except to another holder of shares of Founders Stock or to an Affiliate of the holder of Founders Stock. Founders Stock shall not be entitled to dividends, but may receive them at the discretion of the Board of Directors, subject to any provision limiting the right of Founders Stock to receive dividends set forth herein. Shares of Founders Stock shall be convertible at the option of the holder thereof into the applicable number of shares of Common Stock; provided, that upon conversion all attributes of such converted Founders Stock shall terminate and such converted Founders Stock shall assume the rights and privileges of Common Stock; and provided further, that upon the closing of the sale of shares of Common Stock to the public, in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (a "Public Offering"), all outstanding shares of Founders Stock shall automatically be converted into shares of Common Stock, and such shares may not be reissued by the Corporation. The number of authorized shares of Founders Stock may not be increased or decreased without the approval of a majority of the Stockholders voting as a single class.

Series A Preferred Stock

Each share of Series A Preferred Stock shall be convertible into 1.11 shares of Common Stock (the "Series A Preferred Stock Conversion Ratio," and each of the Founders Stock Conversion Ratio and the Series A Preferred Stock Conversion Ratio, a "Conversion Ratio"). On any matter presented to the Stockholders of the Corporation for their action or consideration at any meeting of Stockholders of the Corporation (or by written consent of the Stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to one vote per share of Series A Preferred Stock held by such holder as of the record date for determining Stockholders entitled to vote on such matter. Series A Preferred Stock shall not be transferrable, except to an Affiliate of the holder of the Series A Preferred Stock, unless such transfer is approved by the Board of Directors of the Corporation. The original issue price per share of Series A Preferred Stock is \$1.00 per share (the "Series A Original Issue Price"). Series A Preferred Stock shall be entitled to dividends in the amount of 8% per share per annum (the "Preferred Dividend Rate"). Dividends shall not be cumulative. Shares of Series A Preferred Stock shall be convertible at the option of the holder thereof into the applicable number of shares of Common Stock; provided, that upon conversion all attributes of such converted Series A Preferred Stock shall terminate and such converted Series A Preferred Stock shall assume the rights and privileges of Common Stock; and provided further, that upon the closing of a Public Offering, all outstanding shares of Series A Preferred Stock and any accrued, but unpaid dividends thereon shall automatically be converted into shares of Common Stock, and such shares of Series A Preferred Stock may not be reissued by the Corporation. The number of authorized shares of Series A Preferred Stock may not be increased or decreased without the approval of a majority of the holders of Preferred Stock voting as a single class. In the event of issuance of additional shares of any class of stock, either for a price per share of such class of

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stock that increases or decreases the fully-diluted ownership of the holders of Series A Preferred Stock (each such issuance, a "Dilutive Event," and the stock causing the Dilutive Event, "Dilutive Shares"), each holder of Series A Preferred Stock shall be entitled to purchase that number of Dilutive Shares necessary to maintain such holder of Series A Preferred Stock's fully-diluted ownership percentage prior to the Dilutive Event; and Dilutive Shares not purchased by a holder of Series A Preferred Stock may be issued to a party not a Series A Preferred Stockholder prior to the Dilutive Event. The authorization, reservation and issuance of Common Stock pursuant to an Equity Incentive Plan approved by the Board of Directors shall not constitute a Dilutive Event. In the event of: (a) any sale of all of the capital stock of the Corporation; (b) any sale of all or substantially all of the assets of the Corporation; (c) any merger or consolidation involving the Corporation which thereafter results in the outstanding capital stock of the Corporation comprising less than a majority of the voting power of the merged or consolidated entity; or (d) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to Stockholders, before any payment shall be made to holders of Founders Stock or Common Stock, an amount per share equal to the Series A Original Issue Price plus any dividends accrued but unpaid thereon (the "Series A Liquidation Preference"). After full satisfaction of the Series A Liquidation Preference, all shares of Preferred Stock shall automatically convert into shares of Common Stock in accordance with their applicable Conversion Ratio, and the remainder of any proceeds shall be divided amongst all Stockholders pro rata.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the corporation's Board of Directors (each member thereof, a "Director") shall be at most seven and shall be elected as follows: (a) one Director shall be the Chief Executive Officer of the Corporation (the "CEO Director"); (b) one director shall be elected by a majority of the holders of shares of Founders Stock, voting separately as a class (the "Founders Preferred Director"); (c) one Director shall be elected by the holders of a majority of shares of Series A Preferred Stock, voting separately as a class (the "Series A Preferred Director"); and (d) the remaining Directors shall be elected by the holders of a majority of the outstanding shares of stock of the Corporation voting together on a fully-diluted basis.

The Board of Directors shall not declare, pay or set aside dividends on shares of any other class or series of capital stock of the Corporation unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, dividends on each outstanding share of Series A Preferred Stock in amount equal to the Preferred Dividend Rate. Dividends may be paid in cash or shares of Common Stock.

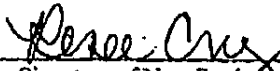
Pursuant to Section 607.0602, Florida Statutes, the Directors are authorized, without the approval of the Stockholders, to (a) provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and determine the preferences, limitations and relative rights thereof and (b) issue Common Stock or Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Statutes and subject to any limitations as set forth herein.

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**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The registered agent and registered office of the corporation shall be C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

Renee Cruz, Asst. Secretary

**ARTICLE VII
STOCKHOLDER QUORUM REQUIREMENT**

The holders of shares entitling them to exercise one-third of the voting power of the corporation (or, with respect to any class of shares, one-third of the voting power of such class), present in person, by proxy or by the use of communications equipment at any meeting of the Stockholders (or, with respect to any class of shares, the Stockholders of such class), shall constitute a quorum for all purposes, but no action required to be authorized or taken by the holders of a designated proportion of the shares of any class or of each class may be authorized or taken by a lesser proportion.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the provisions of Sections 607.0831 and 607.0850 of the Florida Statutes, as amended and supplemented from time to time, indemnify the Directors and officers of the Corporation (each, an "Indemnitee") from and against any and all of the expenses, liabilities or other matters referred to in or covered by said statutes, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled under any bylaw, agreement, vote of Stockholders or disinterested Directors or otherwise, both as to action in such Indemnitee's official capacity and as to action in another capacity while holding such office, and shall continue as to each person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

No amendment, modification or repeal of this Article shall adversely affect any right or protection of a Director or officer that exists at the time of such amendment, modification or repeal.

**ARTICLE IX
TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director, Directors, officer or officers is or are present at or participate in the meeting of the Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

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1. The fact of such relationship or interest is disclosed to or known by the Board of Directors or committee thereof that authorizes, approves or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed to or known by the Stockholders entitled to vote thereon, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, a committee thereof or the Stockholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of Stockholders at which action is taken pursuant to this Article.

These Amended and Restated Articles of Incorporation supersede and take the place of the original Articles of Incorporation.

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STATE OF FLORIDA
CERTIFICATE OF RESTATEMENT
OF
SMART RX SYSTEMS, INC.

(Document No. P13000068431)

SMART RX SYSTEMS, INC., a corporation organized and existing under the laws of the State of Florida, does hereby certify:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, adopted the following resolution regarding the restatement of the Articles of Incorporation of said corporation, and recommended the restatement to the shareholders:

RESOLVED, that the Restated Articles of Incorporation of Smart RX Systems, Inc., attached hereto as Exhibit A, be, and hereby are, approved and adopted to supersede the original Articles of Incorporation.

SECOND: The restatement was duly adopted by the shareholders. The number of votes cast for the restatement by the shareholders was sufficient for approval.

Dated 11-12-13

Signature 

SANDEEP MATHOW

(Typed or printed name of person signing)

CEO

(Title of person signing)