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BLACKFISH GROUP INC.

Certificate of Status	0
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SECRETARY OF STATE  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

BLACKFISH GROUP, INC.

(a Florida corporation)

Blackfish Group, Inc., a Florida corporation (the "Corporation") organized and existing under and by virtue of the Florida Business Corporation Act (hereinafter the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on May 25, 2017. The Articles of Incorporation was thereafter amended on July 31, 2017.

2. This Amended and Restated Articles of Incorporation was duly adopted by the Board of Directors of the Corporation and its stockholders in accordance with the provisions of Sections 607.1006 and 607.1007 of the Act on November 1, 2017.

3. This Amended and Restated Articles of Incorporation restates and integrates and further amends the Articles of Incorporation of the Corporation, as previously amended.

4. The text of the Articles of Incorporation, as amended, is amended and restated in its entirety as follows:

FIRST: The name of the corporation is BLACKFISH GROUP, INC. (hereinafter referred to as the "Corporation").

SECOND: The principal place of business and mailing address of the Corporation is: 240 North Washington Boulevard, Suite 600, Sarasota, FL 34236.

THIRD: The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: The aggregate number of shares which this Corporation shall have the authority to issue is Ten Million (10,000,000) shares, all of which shares shall be designated as Common Stock, no par value.

No holder of any of the shares of the stock of the corporation, whether now or hereafter authorized and issued shall be entitled as of right to purchase or subscribe for unissued stock of any class, or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of any class of the corporation, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of any class of the corporation, or carrying any right to purchase stock of any class of the corporation, but any such unissued stock or any such additional authorized issue of any stock or of other securities convertible into stock, may be

issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations, or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion.

FIFTH: The name and address of the registered agent is:

Jeffrey M. Birnbach  
240 North Washington Boulevard, Suite 600  
Sarasota, FL 34236

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, and in addition to the powers which may be conferred by the By-laws, the Board of Directors of the Corporation shall have the following expressly stipulated powers and authority, to wit:

To make, alter or repeal the By-Laws of the Corporation.

To authorize and cause to be executed, mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations as its Board of Directors shall deem expedient and for the best interest of the Corporation.

Also, the corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that the management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the Board of Directors shall be fixed by or in the manner provided in the By-Laws.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the Act as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the Act is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

ELEVENTH: The Corporation shall, to the fullest extent permitted by Section \_\_\_ of the Act, as the same may be amended and supplemented from time to time, indemnify and advance expenses to (i) its directors, officers, employees or agents of the Corporation and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such section as amended or supplemented (or any successor), provided, however, that the Corporation shall be obligated to indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer,

who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, Blackfish, Inc. has authorized this Amended and Restated Articles of Incorporation to be signed by Jeffrey M. Birnbach, its President, on this 2nd day of November, 2017.

Blackfish Group, Inc.

By:   
\_\_\_\_\_  
Jeffrey M. Birnbach  
President