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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 NOV 30 AM 8:59

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INCENTIVE INCORPORATED**

FILED
2011 NOV 30 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCENTIVE INCORPORATED, a Florida corporation (the "**Corporation**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, on November 27th, 2011, the members of the Board of Directors and shareholders of the Corporation unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Corporation, amending and restating the Corporation's Articles of Incorporation of March 30, 2011.

ARTICLE I. Name

The name of the Corporation is:

INCENTIVE INCORPORATED

ARTICLE II. Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III. Capital Stock

Section 1. Common Stock. The Corporation is authorized to issue one class of common stock (the "**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is six million (6,000,000) shares. The Common Stock shall have a par value of \$0.0001 per share. The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 2. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock (the "**Preferred Stock**"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is two million five hundred thousand (2,500,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 3. Voting. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 2 of this ARTICLE III, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 4. Dividends. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 2 of this ARTICLE III, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

Section 5. Liquidation. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 2 of this ARTICLE III, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders. "**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 6. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV. Principal Office

The mailing address and principal office of the Corporation is: 2201 Mount Vernon St., Orlando, FL 32803.

ARTICLE V. Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI. Directors

Section 1. The number of directors may be either increased or diminished from time to time by the shareholders in accordance with the bylaws of the Corporation, but there shall always be at least one (1) director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of the Corporation, for any cause deemed sufficient by such shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of the Corporation.

ARTICLE VIII. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Any bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the shareholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X. Indemnification

Section 1. The Corporation shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding because he or she is or was an officer or director of the Corporation (a "Corporation Related Proceeding") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Corporation; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Corporation; and

- (C) in the case of any criminal Corporation Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Corporation shall advance the reasonable expenses incurred by any officer or director who is a party to a Corporation Related Proceeding if:

- (A) he or she furnishes the Corporation with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Corporation with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made, in good faith, by the Board of Directors, excluding any director(s) seeking indemnification pursuant to this ARTICLE X, that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Corporation shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Corporation Related Proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Corporation Related Proceeding.

Section 4. An officer or director who is or was a party to a Corporation Related Proceeding may apply for indemnification to the court conducting such Corporation Related Proceeding or to another court of competent jurisdiction.


ARTICLE XI. Affiliated Transactions

The Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Corporation.

3. The members of the Board of Directors of the Corporation approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 29th day of November, 2011.



Ryan Parrish, President