

1/6/2017

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2017 JAN -6 AM 9:00

**APPLICATION BY FOREIGN PROFIT CORPORATION TO
FILE AMENDMENT TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
ELEPHANT GROUP, INC.**

Pursuant to the provisions of Florida Statutes, Section 607.1504, Florida Statutes, Elephant Group, Inc., a Delaware corporation (the "Corporation"), hereby adopts the following amendment to its application to transact business in Florida:

1. The name of the corporation is The Elephant Group, Inc.
2. The Corporation was incorporation under the laws of the State of Delaware.
3. The Corporation was authorized to transact business in Florida on February 27, 2007, document number F07000001128.
4. The name of the Corporation, currently identified as Elephant Group, Inc., has been relinquished, and the new name of the Corporation, Qology Direct Holdings, Inc., has been effected under the laws of the State of Delaware on September 30, 2016, as identified on the Articles of Amendment dated September 29, 2016 attached hereto as Exhibit A, and the Certificate of Status issued by the State of Delaware dated December 17, 2016, attached hereto as Exhibit B.
5. Section 1 of the Corporation's Application by Foreign Corporation to Transact Business in Florida is hereby amended by deleting it in its entirety and inserting a new Section 1 to read as follows:

1. Qology Direct Holdings, Inc.

Dated: January 5, 2017

By: *Michael J. Morrison*
Michael J. Morrison, Secretary

STATE OF FLORIDA; COUNTY OF BROWARD)ss:

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Michael J. Morrison, Secretary of Qology Direct Holdings, Inc. FKA Elephant Group, Inc., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 5 day of January, 2017.



Amy Reich
COMMISSION # FF115858
EXPIRES: April 22, 2018
WWW.AARONNOTARY.COM

Amy E. Reich
Print: Andy Reich
Notary Public, State of Florida
My Commission Expires: 4-22-18

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF REVIVAL OF "ELEPHANT GROUP, INC.", CHANGING ITS NAME FROM "ELEPHANT GROUP, INC." TO "OOLOGY DIRECT HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2016, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock
 Jeffrey W. Bullock, Secretary of State

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ARTICLES OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
ELEPHANT GROUP, INC.

Pursuant to the provisions of Title 1, Chapter 8-242, Delaware Statutes, the undersigned Corporation adopted the following Articles of Amendment to its Articles of Incorporation, as amended, which were previously filed with the Secretary of State on June 24, 2002 under Charter No.: 3540156 and amended and restated July 30, 2007 and filed with the Secretary of State on July 30, 2007,

First: Article 1 shall be and is hereby amended to read as follows: "The name of this Corporation (the "Corporation") is Qology Direct Holdings, Inc.

Second: The address of the registered office in the State of Delaware is located at 8 The Green, Suite A, in the City of Dover, Kent County, Delaware 19901. The name of the registered agent at such address is A Registered Agent, Inc.

Third: The amendment was adopted by a majority of the Directors of the Corporation by written consent to action. The number of votes required was sufficient for approval.

Dated: September 29 2016.

Attest: [Signature]
Michael J. Morrison, Secretary

[Signature]
Glenn Goad, CEO

STATE OF FLORIDA; COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, sworn to and subscribed before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Glenn Goad, CEO and Michael J. Morrison, Secretary of Elephant Group, Inc., to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of October, 2016.

Print: ZENYA GALLAGHER

[Signature]
Notary Public, State of Florida

My Commission Expires:



Delaware The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLOGY DIRECT HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF DECEMBER, A.D. 2016.



3540156 8300

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Date: 12-17-16