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QQ SOLUTIONS, INC.**

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Amend
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QQ SOLUTIONS, INC.

FIRST: The date of filing of the Articles of Incorporation of QQ Solutions, Inc. (the "Corporation") was September 14, 1988.

SECOND: The following amendments were duly adopted by joint unanimous written consent of the shareholder and director of the Corporation effective as of April 4, 2015

ARTICLE III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE III

The total number of shares of stock which the Corporation shall be authorized to issue is 1000 shares, of which 100 shares shall be Class A Voting Common Stock (the "Class A Voting Common Stock"), no par value, and 900 shares shall be Class B Non-Voting Common Stock (the "Class B Non-Voting Common Stock"), no par value. All of said shares shall be issued as fully paid and non-assessable.

The rights, powers, preferences, qualifications, limitations and restrictions of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical in all respects (including, without limitation, with respect to the receipt of the net assets of the Corporation upon dissolution), except that (i) the Class A Voting Common Stock shall have the exclusive and unlimited right to vote for the election of directors and for all other purposes and (ii) the Class B Non-Voting Common Stock shall not carry with it, or entitle the holders thereof, to vote on any matter that comes before the Corporation or the shareholders, except as specifically required by law.

Upon the filing of these Articles of Amendment with the Florida Department of State, each share of common stock outstanding on the date hereof shall be recapitalized as, and thereafter and without any further action by the Corporation or the shareholder represent, 0.1 shares of Class A Voting Common Stock and 0.9 shares of Class B Non-Voting Common Stock."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 4 day of April, 2015.


MARK A. MALIS, President

PLAN OF RECAPITALIZATION

THIS PLAN OF RECAPITALIZATION (this "Plan") is made and entered into effective as of May 4, 2015 (the "Effective Date"), by and between MARK A. MALIS, as the President and sole Director of QQ SOLUTIONS, INC., a Florida corporation (the "Corporation"), and MARK A. MALIS, as the sole shareholder (the "Shareholder") of the Corporation.

WITNESSETH:

WHEREAS, the Corporation is duly organized and existing under the laws of the State of Florida and was incorporated on September 14, 1988.

WHEREAS, the Corporation has the authorized and issued and outstanding capital structure set forth below:

<u>Authorized Stock</u>	<u>Issued and Outstanding Stock</u>
1000 Shares Common Stock	100 Shares Common Stock

WHEREAS, the Director of the Corporation and the Shareholder have determined that it is in the best interests of the Corporation and its Shareholder to recapitalize the Corporation pursuant to this Plan, and pursuant to the applicable provisions of the laws of the State of Florida and in compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants and grants hereinafter contained, the parties hereby agree as follows:

ARTICLE I Recapitalization

On the "Effective Date" (as defined in Section 4.02) the outstanding stock of the Corporation shall be exchanged for Class A Voting Common Stock and Class B Non-Voting Common Stock in accordance with Article III hereof.

ARTICLE II Articles of Incorporation

The Articles of Incorporation of the Corporation, as in effect on the date hereof, shall on and after the Effective Date be amended in accordance with the Articles of Amendment to Articles of Incorporation attached hereto as Exhibit A.

ARTICLE III
Manner of Converting Shares

The manner and basis of converting the shares of the Corporation upon consummation of this recapitalization transaction shall be as follows:

3.01 Conversion of Authorized Shares. On the Effective Date, the current 1000 shares of authorized common stock in the Corporation shall be converted into 100 shares of Class A Voting Common Stock and 900 shares of Class B Non-Voting Common Stock.

3.02 Exchange of Shares. On the Effective Date, each share of common stock of the Corporation, then issued and outstanding and all rights in respect thereof shall, be exchanged for 0.1 shares of Class A Voting Common Stock and 0.9 shares of Class B Non-Voting Common Stock.

ARTICLE IV
Approval and Effective Date

4.01 Approval of Shareholders. Upon execution by the requisite number of the Shareholders of the Corporation as provided by the laws of the State of Florida and its Articles of Incorporation, this plan shall be deemed approved.

4.02 Effective Date. This Plan shall become effective upon the filing of the Articles of Amendment to Articles of Incorporation with the Department of State for the State of Florida.

ARTICLE V
Expenses

All expenses incurred by or on behalf of the parties hereto in connection with the authorization, preparation and consummation of this Plan, including without limitation, all fees and expenses of agents, representatives, counsel and accountants employed by the parties hereto in connection with the authorization, preparation, execution and consummation of this Plan shall be borne by the Corporation.

ARTICLE VI
Amendment

The parties hereto may, by written agreement, amend this Plan of Recapitalization.

IN WITNESS WHEREOF, the Shareholder and Director have caused this Plan of Recapitalization to be executed all as of the day and year first above written

CORPORATION:

QQ SOLUTIONS, INC.

By: 

Name: Mark A. Malis

Title: President and Director

SHAREHOLDER:


Mark A. Malis

WRITTEN CONSENT TO ACTION
OF
THE SOLE SHAREHOLDER AND DIRECTOR
OF
QQ SOLUTIONS, INC.
in lieu of a Meeting

THE UNDERSIGNED, being the sole shareholder and director of QQ Solutions, Inc. (formerly known as Autofile, Inc.), a Florida corporation (the "Corporation"), does hereby make the statements, take the actions and adopt the resolutions by written consent to action pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

WHEREAS, the director of the Corporation desires to amend the Articles of Incorporation of the Corporation (the "Amended Articles");

WHEREAS, the director has advised the Corporation's shareholder of the Amended Articles and has submitted the Amended Articles to the shareholder for the shareholder's approval thereof;

WHEREAS, the Amended Articles contain amendments (i) recapitalizing all authorized (both issued and unissued) shares of the Corporation's common stock into Class A Voting Common Stock and Class B Non-Voting Common Stock and (ii) reissuing each share of common stock outstanding on the date hereof into 0.1 shares of Class A Voting Common Stock and 0.9 shares of Class B Non-Voting Common Stock;

WHEREAS, the shareholder of the Corporation deems the Amended Articles to be necessary and advisable and in the best interests of the Corporation.

NOW THEREFORE, BE IT RESOLVED that the undersigned, having reviewed the terms and provisions of the Amended Articles, hereby approves the Amended Articles and deems the Amended Articles to be necessary and advisable and in the best interests of the Corporation;

BE IT RESOLVED FURTHER, that the executive officers of the Corporation (or any of them) be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to: (i) execute and deliver the Amended Articles, with such changes in, deletions from or additions or amendments thereto as he or she shall consider necessary or appropriate (the execution thereof to be conclusive evidence of the appropriateness thereof); and (ii) take all actions, and perform all such acts and things, as may appear in his discretion to be necessary or advisable to effectuate the filing of the Amended Articles with the Florida Department of State (the taking of such actions and/or the performance of such acts to be conclusive evidence of the appropriateness thereof);

BE IT RESOLVED FURTHER, that the execution of this written consent by the shareholder of the Corporation indicates the waiver by the shareholder of any appraisal rights in connection with the Amended Articles;

BE IT RESOLVED FURTHER, that the form of certificate for fully paid and nonassessable shares of Class A Voting Common Stock attached hereto as Exhibit A be, and it hereby is, adopted as the certificate to represent fully paid and nonassessable shares of Class A Voting Common Stock;

BE IT RESOLVED FURTHER, that the form of certificate for fully paid and nonassessable shares of Class B Non-Voting Common Stock attached hereto as Exhibit B be, and it hereby is, adopted as the certificate to represent fully paid and nonassessable shares of Class B Non-Voting Common Stock;

BE IT RESOLVED FURTHER, that the Plan of Recapitalization, effective as of the date set forth herein, between the Corporation and the Shareholder (the "Plan of Recapitalization") be, and hereby is, approved and adopted and that any executive officer of the Corporation be, and hereby is, authorized and directed to execute and deliver the Plan of Recapitalization in the name and on behalf of the Corporation with such changes therein as he shall determine to be appropriate, such determination to be conclusively established by the execution thereof, and the Secretary or any Assistant Secretary of the Corporation be, and hereby is, authorized to attest to the execution of the Plan of Recapitalization, if necessary;


BE IT RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and file any reports, statements, applications and information which may be required to be filed in connection with the Plan of Recapitalization or any of the transactions contemplated thereby (collectively, the "Recapitalization Transactions"); and

BE IT RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed and delivered all such further agreements, documents, certificates and undertakings in the name and on behalf of the Corporation, as such officer shall determine to be necessary, proper or desirable to carry into effect the Recapitalization Transactions and the other transactions contemplated by these resolutions and the intent and purpose of any and all of the foregoing resolutions; and all actions previously taken by any officer or director of the Corporation in connection with the Plan of Recapitalization and all other transactions contemplated by the foregoing are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation as fully as if such actions had been presented to Board of Directors of the Corporation for its approval prior to such actions being taken.

A copy of this Written Consent shall be placed in the corporate minute book of the Corporation.


Effective as of ^{May} April 4, 2015

DIRECTOR:



MARK A. MALIS

SHAREHOLDER:



MARK A. MALIS