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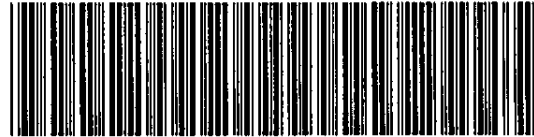
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY

MAY - 1 2018

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ROI MARKETING GROUP, LLC**

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SECTION 1 INTRODUCTION AND PRELIMINARY STATEMENTS

The undersigned Managers desire to amend the Articles of Organization of ROI Marketing Group, LLC a limited liability company under the Laws of the State of Florida, which were filed on December 21, 2015, by delivering these Amended and Restated Articles of Organization in duplicate to the Department of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (the *Act*).

SECTION 2 AMENDMENT

The Managers file these Amended and Restated Articles of Organization of ROI Marketing Group, LLC pursuant to F.S. 605.0202 of the Act.

SECTION 3 NAME

The name of the limited liability company is ROI Marketing Group, LLC, a Florida limited liability company (*Company*).

SECTION 4 DURATION

The Company will perpetually exist from the filing date of these Articles of Organization with the Department of State of the State of Florida, unless dissolved according to law.

SECTION 5 COMPANY'S PURPOSE

The Company's purpose is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and all activities necessary or incidental to that purpose. The Company has all the powers necessary or convenient to carry out its purposes, including the powers granted by the Act.

SECTION 6 COMPANY'S PRINCIPAL OFFICE AND LOCATION OF RECORDS

The street address of the principal office in the United States where the Company maintains its records is 141 NW 20th Street, Suite G-7, Boca Raton, Florida 33431.

SECTION 7 REGISTERED AGENT AND REGISTERED OFFICE

The Company's initial Registered Agent is Mike Rosen Enterprises, Inc., and the Company's initial registered office is located at 150 East Palmetto Park Road, Suite 800, Boca Raton, Florida 33432.

SECTION 8 REGISTERED AGENT CONSENT

Mike Rosen Enterprises, Inc., a Florida corporation, accepts the appointment as Registered Agent of ROI Marketing Group, LLC, a Florida limited liability company. Mike Rosen Enterprises, Inc. understands that its responsibilities as Registered Agent are to receive service of process, notices, and demands; to forward mail; and to notify the Department of State immediately if it resigns or if the registered office address changes from the addresses stated above.

Dated: March 30, 2018.

Registered Agent

Mike Rosen Enterprises, Inc., a Florida corporation

By: 

Michael Rosen, its President

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SECTION 9 ADDITIONAL MEMBERS

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interest in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

SECTION 10 BUSINESS CONTINUATION

If a Member's membership in the Company is terminated by an event, the remaining Members of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

SECTION 11 OPERATING AGREEMENT AND AUTHORITY

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager, and the rights and obligations of its Members and Manager must be set forth in the Operating Agreement adopted by the initial Members and Manager of the Company. This Operating Agreement may be amended from time to time according to its provisions.

SECTION 12 MANAGEMENT

Management of the Company is vested in the Managers. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager are set forth in the Operating Agreement. The signature of one of the Managers is sufficient to bind the Company on all matters. The name and address of the current Managers are:

Michael Rosen

141 NW 20th Street, Suite G-7,

Boca Raton, Florida 33431

Kevin O'Neill

9800 Grand Verde Way, Unit 402

Boca Raton, FL 33428

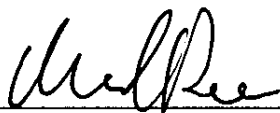
SECTION 13 INDEMNIFICATION AND LIABILITY

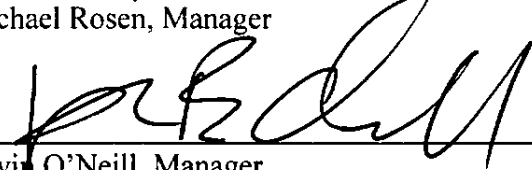
As determined by the Managers of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act, and the Company's Operating Agreement.

SECTION 14 TRANSFERABILITY OF INTEREST

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on: March 30, 2018.


Michael Rosen, Manager


Kevin O'Neill, Manager

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