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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ADTHRIVE LLC**

The following Amended and Restated Articles of Organization are being submitted in accordance with section 605.0202 and 605.0207 of the Florida Statutes.

1. The name of the limited liability company is ADTHRIVE LLC (the "Company").
2. The date of filing of the Articles of Organization for the Company was April 27, 2016, and the Company was assigned document number L16000085344.
3. The sole member of the Company has adopted amendments to Article II (Mailing and Street Address), Article IV (Initial Registered Agent and Office), and Article VI (Management of the Company) of the Articles of Organization. Accordingly, The Company's Articles of Organization are hereby amended and restated in their entirety as follows:

**ARTICLES OF ORGANIZATION
OF
ADTHRIVE LLC**

ARTICLE I - NAME

The name of the limited liability company shall be ADTHRIVE LLC (the "Company").

ARTICLE II - MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company are:

AdThrive LLC
c/o CMI Marketing, Inc.
417 5th Ave., 7th Floor
New York, NY 10016

ARTICLE III - EFFECTIVE DATE AND DURATION

This limited liability company's existence shall commence on May 1, 2016 and it shall have a perpetual term, unless it is dissolved and terminated in accordance with the operating agreement.

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ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and the Florida street address of the registered agent of the Company are:

Cogeney Global Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301

A successor registered agent may be designated from time to time in accordance with the operating agreement.

ARTICLE V - PURPOSE

The Company shall have unlimited power to engage in and to do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI - MANAGEMENT

The Company shall be managed by one or more members in accordance with the terms of its operating agreement and, therefore, the Company is a member-managed limited liability company within the meaning of Section 605.0407, Florida Statutes. The rights, duties and obligations of the member(s) of the Company shall be as set forth in the operating agreement of the Company.

ARTICLE VII - OPERATING AGREEMENT

The members of the Company are expressly authorized to adopt, alter, amend, or repeal the operating agreement of the Company.

4. The Amended and Restated Articles of Organization were approved and adopted by written consent of the sole member of the Company.

5. These Amended and Restated Articles of Organization shall be effective on the date the department files the said amendment.

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[signature page follows]

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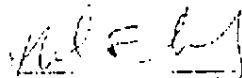
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Organization as of this 18 day of May, 2018.

ADTIVE LLC

By:

Name:

Title:


Michael Linder
CEO

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Having been named as registered agent and to accept service of process for ADTHRIVE LLC, a Florida limited liability company, at the address designated in the above-stated amended and restated articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 605, Florida Statutes.

COGENCY GLOBAL INC.

By: Jeremy Sciars
Jeremy Sciars, MSW, Sec. of Cognitive Global Inc.

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