

2018-11-14 13:46:44 EST

18133145193 From: Kathleen Wheeler

**P00000036105**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000327504 3)))



H180003275043ABC7

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : HOLLAND & KNIGHT  
Account Number : 072100000016  
Phone : (813)227-8500  
Fax Number : (813)901-4201

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MEDIAGISTIC, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED

2018 NOV 14 PM 3:22

SECRETARY OF STATE  
TALLAHASSEE, FL

Electronic Filing Menu

Corporate Filing Menu

Help

NOV 15 2018  
1:03

2018 NOV 14 PM 14:58

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
MEDIAGISTIC, INC.**

The undersigned, pursuant to the provisions of Sections 607.1007, 607.0704, and 607.0821 of the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is Mediagistic, Inc. (the "*Corporation*").

**ARTICLE II. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE III. EXISTENCE**

The existence of the Corporation began upon the filing of the Corporation's original Articles of Incorporation.

**ARTICLE IV. ADDRESS**

The street address of the Corporation's current principal office and the Corporation's current mailing address is 8675 Hidden River Parkway, Tampa, Florida 33637.

**ARTICLE V. REGISTERED AGENT AND OFFICE**

The street address of the Corporation's current registered office is 101 E. Kennedy Blvd., Suite 2800, Tampa, Florida 33602, and the name of the Corporation's current registered agent is Edward McGinty.

**ARTICLE VI. AUTHORIZED SHARES**

The number of shares the Corporation is authorized to issue is 2,000,000 shares of common stock, divided into two classes as follows:

- (a) 200,000 shares of Class A Voting Common Stock having a par value of \$0.001;  
and
- (b) 1,800,000 shares of Class B Non-Voting Common Stock having a par value of \$0.001.

The preferences, limitations, and rights with respect to the Class A Voting

Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the shareholders of the Corporation, except as otherwise required by the Florida Business Corporation Act, as amended.

#### ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Corporation's Board of Directors and the Corporation's shareholder, except that the Board of Directors may not amend or repeal any Bylaw adopted by the shareholder if the shareholder specifically provides that the Bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE VIII. AMENDMENT

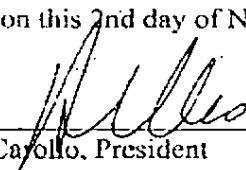
The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE IX. INDEMNIFICATION

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of, or repeal of this paragraph ARTICLE IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

These Amended and Restated Articles of Incorporation were duly ratified, approved, and adopted by unanimous written consent of the Board of Directors on November 2, 2018 and were approved by the sole shareholder on November 2, 2018.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation this 2nd day of November, 2018.

  
\_\_\_\_\_  
Andre Cayollo, President