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CREATIVE LOAFING, INC.**

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CREATIVE LOAFING, INC.,
a Florida corporation**

Pursuant to Sections 607.0732, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), CREATIVE LOAFING, INC. (the "Corporation") adopts these Second Amended and Restated Articles of Incorporation (these "Articles of Incorporation"), as of February 23, 2010.

FIRST: The name of the Corporation is CREATIVE LOAFING, INC.

SECOND: The Corporation's Amended and Restated Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

1.1 Corporate Name. The name of the Corporation is CREATIVE LOAFING, INC.

**ARTICLE II
BUSINESS AND ACTIVITIES**

2.1 Authorized Business. The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be reduced to one (1) share of Common Stock having a par value \$0.001 per share (the "Common Stock").

3.2 Restricted Certificates. The Common Stock shall be represented by a certificate conspicuously noting that the Corporation is governed by shareholder agreement as set forth in these Articles of Incorporation.

3.3 Cancellation of Previously Outstanding Shares. Any shares of the Corporation other than the Common Stock specified in Section 3.1 above shall be and hereby are called in and cancelled without any further action on the part of the Corporation, and any outstanding certificates that evidence such shares shall be of no further value or effect.

**ARTICLE IV
GOVERNANCE**

4.1 Shareholder Agreement. Pursuant to FBCA Section 607.0732, the sole shareholder of the Corporation (the "Shareholder") elects to eliminate the board of directors of

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the Corporation and to govern the corporation by shareholder agreement as set forth in these Articles of Incorporation.

4.2 Shareholder Action by Written Consent. Pursuant to FBCA Section 607.0704, any action required or permitted to be taken by the shareholders or by the board of directors of the Corporation may be effected by the written consent of the Shareholder.

ARTICLE V INDEMNIFICATION

5.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than permitted prior to such amendment), indemnify all of the Corporation's officers, directors and the Shareholder, all of the officers, directors and shareholders of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers, directors and shareholders or in equivalent, identical, or similar capacities (each, an "Indemnified Party"), against any and all liabilities and advance any and all reasonable Expenses incurred thereby in any proceeding to which any such Indemnified Party is a Party or in which such Indemnified Party is deposed or called to testify as a witness because he or she is or was an officer, director or shareholder of the Corporation or any of the Corporation's domestic or foreign subsidiaries or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which an Indemnified Party may be entitled under any written agreement, resolution, shareholder vote, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more Indemnified Party, whether or not the Corporation would be obligated to indemnify or advance expenses to such Indemnified Party under this Article V. The term "Indemnified Party" includes all of those individuals who are or were at any time officers, directors or shareholders of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the Corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. Capitalized terms used but not defined in this Article V shall have the meanings ascribed to such terms in FBCA Section 607.0850. The provisions of this Article V are intended solely for the benefit of the Indemnified Parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties.

5.2 Repeal or Modification. Any repeal or modification of the provisions of this Article V by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any Indemnified Party with respect to any act or omission occurring prior to the effective date of such repeal or modification.

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5.3 **Severability.** In the event that any of the provisions of this Article V (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VI AMENDMENTS

6.1 **Articles of Incorporation.** Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the written consent of the Shareholder shall be required to amend or repeal these Articles of Incorporation, or to adopt any provision inconsistent with the purpose or intent of these Articles of Incorporation.

6.2 **Bylaws.** Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the written consent of the Shareholder shall be required to amend or repeal the Bylaws of the Corporation.

ARTICLE VII REGISTERED OFFICE AND AGENT

7.1 **Registered Office.** The address of the Registered Office of the Corporation is 1911 N. 13th Street, Suite W200, Tampa, Florida 33605.

7.2 **Registered Agent.** The Registered Agent at the Registered Office is Martha Petty.

ARTICLE VIII PRINCIPAL OFFICE AND MAILING ADDRESS

8.1 **Principal Office.** The address of the Principal Office of the Corporation and its mailing address is 1911 N. 13th Street, Suite W200, Tampa, Florida 33605. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE IX MISCELLANEOUS

9.1 **Shareholder Approval.** The foregoing amendment and restatement of the Corporation's Articles of Incorporation amends and restates the Corporation's Second Amended and Restated Articles of Incorporation and was adopted and approved by the Shareholder by written consent pursuant to FBCA Section 607.0704, and the vote cast by the Shareholder was sufficient for approval.

9.2 **Effectiveness.** The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Second Amended and Restated Articles of Incorporation with the Florida Department of State.

[Signature page follows.]

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FROM : FLORIDA FILING

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IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation as of the date first above written.

CREATIVE LOAFING, INC.

By: Martha Petty
Name: Martha Petty
Title: President

Second Amended and Restated Articles of Incorporation

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article VII of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in FBCA Section 607.0505, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of Creative Loafing, Inc.

DATED, this 23rd day of February, 2010.

By: 

Name: Martha Petty

Title: President

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