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GUNSTER YOAKLEY

7-002/001

11/29/2018

Division of Corporations

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R. WHITE
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MOTIONPOINT CORPORATION**

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**ARTICLES OF AMENDMENT
TO
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOTIONPOINT CORPORATION**

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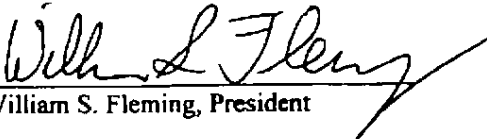
Pursuant to the provisions of Section 607.1006, Florida Statutes, MotionPoint Corporation, a Florida corporation (the "**Corporation**") adopts the following Articles of Amendment to its Third Amended and Restated Articles of Incorporation:

1. The first paragraph of ARTICLE THIRD of the Corporation's Third Amended and Restated Articles of Incorporation is hereby amended in its entirety so that it will now read as follows:

THIRD: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 14,608,739 shares of Common Stock, \$0.001 par value per share ("**Common Stock**") and (ii) 7,901,463 shares of Preferred Stock, \$0.001 par value per share ("**Preferred Stock**").

2. Except and to the extent modified by these Articles of Amendment, the provisions of the Corporation's Third Amended and Restated Articles of Incorporation shall remain in full force and effect.
3. The date of the amendment's adoption is November 29, 2018.
4. The amendment was approved by the Corporation's shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 29th day of November, 2018.


William S. Fleming, President