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MERKATUM CORPORATION

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EXAMINER

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERKATUM CORPORATION**

Merkatum Corporation ("Corporation"), a corporation organized and existing under the Florida Business Corporation Act ("Act"), does hereby certify the following:

A. The Corporation hereby adopts these Second Amended and Restated Articles of Incorporation ("Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on October 6, 2000 and all amendments thereto.

B. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of the directors and the holders of a majority of the outstanding voting shares of the Corporation, and that the number of votes cast by the shareholders and directors was sufficient for approval.

C. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which Restated Articles are as follows:

ARTICLE I. NAME

The name of the corporation is Merkatum Corporation.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 3925 West Braker Lane, Austin, Texas 78759.

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the Corporation shall have the authority to issue is 20,000,000 shares of common stock, \$0.0001 par value per share ("Common Stock").

ARTICLE IV. TERM OF EXISTENCE

This corporation may exist perpetually and indefinitely.

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ARTICLE V. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the Act.

ARTICLE VI. REGISTERED AGENT

The name of the registered agent of the Corporation and street address of the registered office is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VII. IDENTICAL RIGHTS

Each share of Common Stock shall have the same relative rights and preferences as, and shall be identical in all respects with, all other shares of Common Stock.

ARTICLE VIII. AMENDMENT

Amendments to these Restated Articles of the Corporation shall be first adopted in resolution form by majority vote of the Board of Directors who may direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders.

ARTICLE IX. SEVERABILITY OF PROVISIONS

If any right, preference or limitation of the Common Stock set forth in these Restated Articles, as may be amended from time to time, is invalid, unlawful or unenforceable by reason of any rule, law or public policy, all other rights, preferences and limitations set forth in these Restated Articles (as amended) which can be given effect without implicating the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles
on this 6th day of November, 2008.

MERKATUM CORPORATION,
a Florida corporation

By: 

Name: Jose Luque

Title: President & Chief Executive Officer