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DATE: 7/24/2015

NAME: VOLOGY, INC.

TYPE OF FILING: AMENDMENT

COST: 43.75

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A Hodge

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VOLOGY, INC.

P01000114575
(Document Number of Corporation)**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **VOLOGY, INC.**, a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Vology, Inc.

SECOND: The following amendment to the Amended and Restated Articles of Incorporation was adopted by the Corporation:

Section 2.1(f) of Article 4B of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended by deleting it and inserting in lieu thereof the following:

"(f) The "**Applicable Dividend Rate**" means 10.0%, provided that:

- (i) upon the occurrence of a Dividend Increase Event, as defined in the Investor Rights Agreement, such rate will increase to 20.0% and, on the one-year anniversary of such occurrence, will increase by an additional 2.0% and then, on each three-month anniversary thereafter, will increase by an additional 2.0%, up to a maximum increase of 20.0% under this clause (i) (i.e., the rate will equal 30.0% at the two-year anniversary of a Dividend Increase Event under this clause (i) alone), until the Dividend Increase Event is cured; plus
- (ii) commencing on October 4, 2019, such rate will increase by an additional 2.5% and then, on each three-month anniversary thereafter, will increase by another additional 2.5%, up to a maximum increase of 20.0% under this clause (ii) (i.e., the rate will equal 30.0% as of July 4, 2021 under this clause (ii) alone);

provided, further, that in no event will the rate exceed the maximum dividend rate legally permitted in Florida. Subject to the immediately foregoing proviso, it is understood that the maximum Applicable Dividend Rate is 50%.”

THIRD: Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain unchanged.

FOURTH: In accordance with Section 607.0123(2) of the Florida Business Corporation Act, these Article of Amendment shall be effective upon filing with the Florida Department of State.


FIFTH: The amendment was approved by the shareholders through voting groups. The number of votes cast for the amendment was sufficient for approval by the holders of Series A-1 Convertible Preferred Stock and the holders of Common Stock, voting as a single class. The number of votes cast for the amendment was sufficient for approval by the holders of Series A-1 Convertible Preferred Stock, voting as a separate class.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on July 24, 2015.

VOLOGY, INC., a Florida corporation

By: _____


Steve Torres
*Chief Financial Officer and
Chief Operation Officer*