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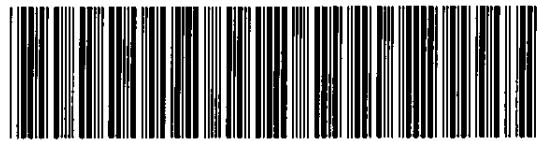
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16 DEC 22 AM 11:05

Amended/Restated

DEC 23 2016
I ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 434223 7931893

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 21, 2016

ORDER TIME : 10:15 AM

ORDER NO. : 434223-005

CUSTOMER NO: 7931893

DOMESTIC AMENDMENT FILING

NAME: MEDSAVE USA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS:

1a

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDSAVE USA, INC.**

FILED
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TALLAHASSEE, FLORIDA

MedSave USA, Inc., a Florida corporation, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FCBA") hereby adopts the following Third Amended and Restated Articles of Incorporation ("Amended and Restated Articles"):

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

MedSave USA, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal street and mailing address of the Corporation shall be 49 Wireless Boulevard, Suite 140, Hauppauge, New York 11788 or at such other place within or without the State of Florida as the Board of Directors of the Corporation may from time to time designate. The Corporation may also have offices in such other places either within or without the State of Florida as the Board of Directors of the Corporation may from time to time designate or as the business of the Corporation may require.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida.

ARTICLE IV

Capital Stock

The number of shares of stock which the Corporation has authorized for issuance is one hundred (100) shares of Common Stock, \$0.01 par value per share.

ARTICLE V

Board of Directors

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors, which shall constitute the whole Board of Directors, shall be fixed by the Board of Directors in the manner provided in the Bylaws.

The Board of Directors is expressly empowered to adopt, amend, or repeal the Bylaws of the Corporation. The stockholders shall also have the power to adopt, amend, or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of

stock of the Corporation required by law or by these Amended and Restated Articles, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VI
Indemnification; Exculpation

The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law and except to the extent that the FCBA prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty, or failure to exercise any applicable standard of care, as a director, notwithstanding any provision of law imposing such liability. If the FCBA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FCBA, as so amended.

Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VII
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles in the manner now or hereinafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE VIII
Registered Agent

The name and Florida street address of the registered agent is:

Corporation Service Company ("CSC")
1201 Hays Street
Tallahassee, Florida 32301

[SIGNATURE ON NEXT PAGE]

IN WITNESS WHEREOF. MedSave USA, Inc. has caused these Third Amended and Restated Articles of Incorporation to be signed by Glen Moller, its Chief Executive Officer, on this 21st day of December 2016.

MedSave USA, INC.
a Florida corporation

By: 
Glen Moller
Its Chief Executive Officer


**CERTIFICATE ACCOMPANYING
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDSAVE USA, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, MedSave USA, Inc., a Florida corporation (the "Corporation"), certifies as follows:

1. The name of the Corporation is MedSave USA, Inc.
2. The Board of Directors, by written consent pursuant to Section 607.0821 of the Florida Statutes, effective December 21, 2016, have unanimously approved and adopted by all necessary corporate action the Third Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") as attached hereto. The Amended and Restated Articles do not contain an amendment requiring stockholder approval.
3. Pursuant to the foregoing, the Amended and Restated Articles shall supersede the original Articles of Incorporation and all amendments thereto.

Dated this 21st day of December, 2016.

MEDSAVE USA, INC.

By: 
Walter D. Hosp
Secretary