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TALLAHASSEE, FLORIDA

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JUL 14 2014  
C. CARROTHERS

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

ACCOUNT NO. : I20000000195

REFERENCE : 705049 7110208

AUTHORIZATION : 

COST LIMIT : \$ 354.00

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ORDER DATE : July 13, 2015

ORDER TIME : 3:01 PM

ORDER NO. : 705049-005

CUSTOMER NO: 7110208  
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DOMESTIC AMENDMENT FILING

NAME: PRIORIA ROBOTICS HOLDINGS,  
INC.

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF AMENDMENT  
XX \_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX \_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: \_\_\_\_\_

**SECOND ARTICLES OF AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PRIORIA ROBOTICS HOLDINGS, INC.**

Pursuant to Section 607.1003 of the Florida Business Corporation Act, the undersigned, being the President of Prioria Robotics Holdings, Inc., a Florida corporation (the "Corporation"), hereby certifies that the following Amendment to the Amended and Restated Articles of Incorporation of the Corporation was duly adopted by the Directors and by the shareholders of the Corporation on April 9, 2013, and that the number of votes cast for the Amendment was sufficient for approval:

1. The name of the Corporation is Prioria Robotics Holdings, Inc.
2. The Amended and Restated Articles of Incorporation are further hereby amended as follows:

The [fifth] paragraph of Article IV, section (ii) shall be deleted in its entirety and replaced with the following:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 20,000,000 shares of Common Stock, no (\$0.00) par value per share ("**Common Stock**"), of which (A) 18,065,902 shares shall be designated the Class A Voting Common Stock ("**Class A Common Stock**") and (B) 1,934,098 shares shall be designated the Class C Voting Non-Equity Common Stock (sometimes referred to as the "**Class C Common Stock**" or the "**Special Voting Common Stock**"), and (ii) 10,723,693 shares of Preferred Stock, no (\$0.00) par value per share ("**Preferred Stock**"), of which (A) 307,967 shares of Preferred Stock shall be designated "**Series A Preferred Stock**," (B) 3,981,628 shares of Preferred Stock shall be designated "**Series B Preferred Stock**," (C) 5,500,000 shares of Preferred Stock shall be designated "**Series C Preferred Stock**" and (D) 934,098 shares shall be designated the "Series C Voting Non-Equity Preferred Stock" (the "**Special Voting Preferred Stock**")."

Section 4.4(d)(iii) shall be deleted in its entirety and replaced with the following:

"(iii) up to 1,297,090 shares of Class A Common Stock or Options issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries pursuant to a plan, agreement or arrangement approved by the Board of Directors of the Corporation;"

In all other respects, the Amended and Restated Articles of Incorporation of the Corporation, as amended, shall remain as they were prior to this Amendment being adopted.

2015 JUL 13 AM 9:35  
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Signed this 7th day of July, 2015.

Bryan da Frota  
Bryan da Frota  
President