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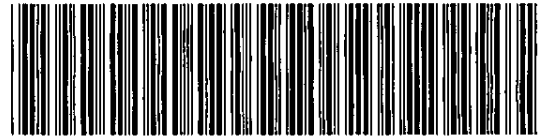
(Business Entity Name)

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DIVISION OF CORPORATIONS
14 OCT 30 AM 9:57

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DIVISION OF CORPORATIONS

Amended/Restated
@ 10/31/14 CC

**CORPORATE
ACCESS,
INC.**

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Inc Amend

1.

Kidswealth (USA), Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIDSWEALTH (USA), INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 OCT 30 AM 9:57

ARTICLE 1. The name of this Corporation ("Corporation") shall be:

KIDSWEALTH (USA), INC.

ARTICLE 2. The principal place of business and mailing address of this Corporation shall be:

4905 34th Street South, #205
St. Petersburg, Florida 33711

ARTICLE 3. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at one time is:

One Million (1,000,000) shares, all of which shall
be common shares with a par value of \$1.00.

ARTICLE 4. The name and address of the initial Registered Agent of the Corporation is:

Keith C. Smith, Esquire
121 North Collins Street
Plant City, Florida 33563

ARTICLE 5. The initial directors of the Corporation are:

Brandon Worley
4905 34th Street South, #205
St. Petersburg, Florida 33711

Nicholas DePriest
4905 34th Street South, #205
St. Petersburg, Florida 33711

Jason Bristol
4905 34th Street South, #205
St. Petersburg, Florida 33711

Matt McBride
2835 Kemper Avenue
Orlando, Florida 32814

ARTICLE 6. The Corporation is organized for the purpose of transacting any or all lawful business.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIDSWEALTH (USA), INC.**

THIS IS TO CERTIFY THAT:


FIRST: Pursuant to the provisions of section 607.1007, Florida Statutes, this Amended Restated Articles of Incorporation amends and restates the Articles of Incorporation of Kidswealth (USA), Inc.

SECOND: The original Articles of Incorporation of Kidswealth (USA), Inc. were filed with the Florida Department of State on May 27, 2004, and assigned Document Number P04000084566P.

THIRD: The attached Amended Restated Articles of Incorporation were adopted the date this document was signed.

FOURTH: The attached Amended Restated Articles of Incorporation were adopted by the shareholders and the numbers of votes cast for the attached Amended Restated Articles of Incorporation by shareholders were sufficient for approval.

Kidswealth (USA), Inc.

By: 
Printed Name: Nicholas DePriest
Title: Secretary
Date: 10-29-14

ARTICLE 7. The initial officers of the Corporation are:

Matt McBride – President

Brandon Worley – Vice President

Nicholas DePriest – Secretary

Jason Bristol - Treasurer

These Amended Restated Articles of Incorporation were adopted by the shareholders and the numbers of votes cast for the attached Amended Restated Articles of Incorporation by shareholders were sufficient for approval. The undersigned has executed these Amended and Restated Articles of Incorporation this 29 day of October, 2014.

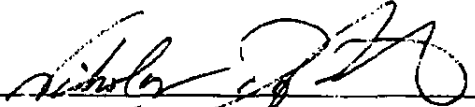
By: Nicholas DePriest
Printed Name: Nicholas DePriest
Title: Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

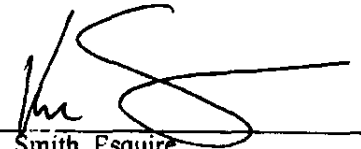
Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is
KIDSWEALTH (USA), INC.
2. The name and address of the registered agent and office is:

Keith C. Smith, Esquire
121 North Collins Street
Plant City, Florida 33564-9040

By: 
Title: Secretary
Printed Name: Nicholas DePriest
Date: 10-29-14

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Keith C. Smith, Esquire
10-29-14
Date