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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
PURSUANT TO SECTION 607.1007, F.S.
OF
NEXT SPHERE TECHNOLOGIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEXT SPHERE TECHNOLOGIES, INC., a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify:

A. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate, integrate and supersede the original Articles of Incorporation of the Corporation filed on July 20, 2006 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, on December 4, 2017, pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of a majority of the directors and shareholders of the Corporation.

C. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

Article 1. Name and Address. The name of the corporation is NEXTSPHERE TECHNOLOGIES, INC. (the "Corporation"). The mailing address and principal office of the Corporation is 17757 US Highway 19 North, Suite #200, Clearwater, FL 33764.

Article 2. Duration. The Corporation shall have perpetual existence.

Article 3. Capital Stock. The Corporation is authorized to issue 20,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

Article 4. Registered Office and Registered Agent. The street address of the initial registered office of the Corporation is: 911 Chestnut Street, Clearwater, FL 33756 and the name of the initial registered agent of the Corporation at that address is: Michael T. Cronin.

Article 5. Board of Directors. The Corporation shall have at least one (1) director, unless otherwise waived by the majority of the shareholders of the Corporation.

Article 6. Affiliated Transactions and Control Share Acquisitions. The Corporation shall not be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act.

Article 7. Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

Article 8. Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 4th day of December, 2017.

Raju P. Dantuluri
RAJU P. DANTULURI, President

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