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Amended and Restated Act

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SPOT ME ID, INC.**

The undersigned, acting in her capacity as the President of **SPOT ME ID, INC.** (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved by the sole Director of the Corporation in an action by written consent, pursuant to Florida Statutes Section 607.0821, effective June 16, 2009, and as approved by the sole shareholder of the Corporation, in an action by written consent, pursuant to Florida Statutes Section 607.0704, effective June 16, 2009. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on January 28, 2008.

ARTICLE I – NAME/ADDRESS

The name of the corporation is Spot Me ID, Inc. The street address and mailing address of the principal office of the Corporation is 1360 Celebration Avenue, Celebration, Florida 34747.

ARTICLE II – DURATION

This corporation shall be perpetual in existence.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV – CAPITAL STOCK

4.1 Common Stock. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 4,000,000, with par value of \$0.01 per share.

4.2 Preferred Stock. The aggregate number of shares of Preferred Stock which the Corporation shall have authority to issue is 1,000,000, with par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any other

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series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

Of the authorized shares of preferred stock, Three Hundred Fifty Thousand (350,000) shares are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV. The balance of the shares of authorized preferred stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, privileges, preferences and restrictions granted to and imposed upon any wholly unissued series of preferred stock, including a preference with respect to any other series of preferred stock, and to fix the number of shares and designation of any such series of preferred stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock (the "Series A Stock") are as follows:

A. Dividends; Antidilution.

1. Dividends. The holders of the outstanding Series A Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash before any dividend of equal or lesser amount is paid on the common stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the common stock, and shall be payable only when and if declared by the Board of Directors.

2. Antidilution. If, whenever shares of Series A Stock, which are convertible into shares of common stock, are outstanding, the Corporation increases the number of shares of common stock outstanding in connection with a dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall have combined its common stock into a smaller number of shares of common stock, appropriate adjustment shall be made in the conversion rate so as to make each share of Series A Stock convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

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B. Liquidation Preference.

1. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation"), the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of common stock by reason of their ownership thereof, an amount equal to \$1.00 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared by unpaid dividends, if any (the "Preferred Amount").

2. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed on a *pro rata* per Series A Stock share basis.

C. Voting Rights. The holders of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Series A Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the common stock (except as otherwise expressly provided herein or as required by law, voting together with the common stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of common stock into which shares of Series A Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

D. Conversion. The holders of Series A Stock shall have conversion rights as follows (the "Conversion Rights"):

1. **Right to Convert.** Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of Issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable common stock, subject to the appropriate adjustments set forth in Section 4.2(A)(2).

2. **Conversion by the Vote of the Holders of Series A Stock.** Each share of Series A Stock shall be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 4.2(A)(2), upon the vote of the holders of two-thirds of the outstanding Series A Stock.

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3. Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 4.2(A)(2), immediately upon the closing of the sale of the Corporation's common stock in a public offering of common stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereof) or to an employee benefit plan.

ARTICLE V – REGISTERED AGENT AND REGISTERED ADDRESS

The address of the registered office of the Corporation is 1360 Celebration Avenue, Celebration, Florida 34747. The name of the registered agent of the Corporation is Jamie L. Rayko.

ARTICLE VI – DIRECTORS

The number of directors which shall constitute the whole Board of Directors shall be determined in the manner provided in the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE VII – BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation, (b) is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) is or is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation, or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Business Entity.

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N WITNESS WHEREOF, the Amended and Restated Articles of Incorporation have been signed this 16th day of June, 2009.


Name: Jamie L. Rayko
Title: President

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **SPOT ME ID, INC.**, I am familiar with the obligations of the position of registered agent as set forth in Florida Statutes Section 607.0505 and I hereby accept and agree to act in this capacity.


Name: Jamie L. Rayko

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