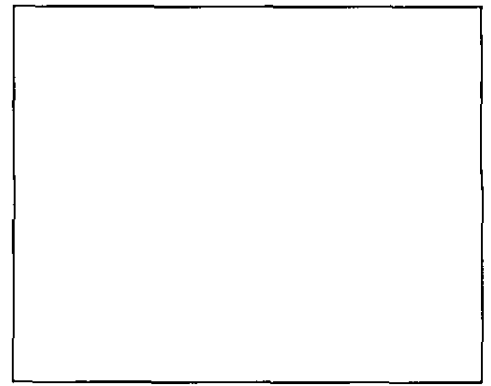




FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)364-8000



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WALK-IN

ENTITY NAME:

NUVEL HOLDINGS, INC.

CH# 7487 FOR \$43.75

PLEASE FILE THE ATTACHED AMENDED & RESTATED ARTICLES & RETURN  
THE FOLLOWING:

CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NUVEL HOLDINGS, INC.**

FILED  
2016 DEC 27 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections Chapter 607.1003 and 607.1007 of the Florida Business Corporation Act, Nuvel Holdings, Inc. hereby files these Second Amended and Restated Articles of Incorporation.

**FIRST:** The Corporation's Articles of Incorporation, are amended and restated as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is OrangeHook, Inc.

**ARTICLE 2  
PURPOSE**

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE 3  
CAPITAL STOCK**

Section 1. Authorized Shares. The aggregate number of shares of capital stock the Corporation has authority to issue is 115,000,000 shares, of which 100,000,000 shares will be designated Common Stock, with a par value of \$0.001 per share (the "Common Stock"), 200,000 shares will be designated Series B Convertible Preferred Stock, with a par value of \$0.001 (the "Series B Convertible Preferred Stock"), 500,000 shares will be designated Series C Convertible Preferred Stock, with a par value of \$0.001 (the "Series C Convertible Preferred Stock"), 2,000,000 shares will be designated Series D Convertible Preferred Stock, with a par value of \$0.001 (the "Series D Convertible Preferred Stock"), 1,000,000 shares will be designated Series OH-1 Convertible Preferred Stock, with a par value of \$0.001 (the "Series OH-1 Convertible Preferred Stock"), 11,000 shares will be Series OH-2 Convertible Preferred Stock, with a par value of \$0.001 per share (the "Series OH-2 Convertible Preferred Stock"), and 11,289,000 shares will be Undesignated Stock. The Board of Directors of the Corporation is authorized to establish, from the shares of Undesignated Stock, by resolution adopted and filed in the manner provided by law, one or more classes or series of shares, to designate each such class or series, and to fix the relative rights and preferences of each such class or series. Unless otherwise specifically so designated upon issuance, all shares of capital stock issued by the Corporation shall be Common Stock.

Section 2. Common Stock. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and all written actions in lieu of meetings).

At 11:59 p.m. on the date these Second Amended and Restated Articles of Incorporation are filed with the Secretary of State of the Florida Division of Corporations (the "Effective Time"), each 1,200,000 shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares will be issued in connection with the Reverse Stock Split. Rather, fractional share interests will be rounded up to a whole share, such that any holders of Common Stock who would otherwise have been entitled to a fractional share will be entitled to the next larger number of whole shares. At the Effective Time, there will be no change in the number of authorized shares that the Corporation shall have the authority to issue.

Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an "Old Certificate"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the rounding of fractional share interests as described above. Shareholders holding Common Stock certificates at the Effective Time will be entitled to receive certificates representing post-Reverse Stock Split shares of Common Stock upon the submission of a letter of transmittal to the Corporation's Transfer Agent and surrender of the stockholder's Old Certificate(s) or compliance with the instruction for lost certificates contained in the transmittal letter.

Section 3. Series B Preferred Stock. The Series B Preferred Stock will have the rights and preference set forth in the Certificate of Designation filed with the Secretary of State of the Florida Division of Corporations on May 19, 2014.

Section 4. Series B Preferred Stock. The Series C Preferred Stock will have the rights and preference set forth in the Certificate of Designation filed with the Secretary of State of the Florida Division of Corporations on May 22, 2014

Section 5. Series D Preferred Stock. The Series D Preferred Stock will have the rights and preference set forth in the Certificate of Designation filed with the Secretary of State of the Florida Division of Corporations on May 2, 2014

Section 6. Series OH-1 Preferred Stock. The Series OH-1 Preferred Stock will have the rights and preference set forth in the Certificate of Designation filed with the Secretary of State of the Florida Division of Corporations on December 1, 2016.

Section 7. Series OH-2 Preferred Stock. The Series OH-2 Preferred Stock will have the rights and preference set forth in the Certificate of Designation filed with the Secretary of State of the Florida Division of Corporations on December 1, 2016.

#### **ARTICLE 4 RIGHT TO AMEND OR REPEAL ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter

prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

## **ARTICLE 5 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the fullest extent permitted by law. The right to indemnification and the payment of expenses shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

## **ARTICLE 6 SEVERABILITY**

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles of Incorporation should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

**ARTICLE 7**  
**REGISTERED OFFICE, REGISTERED AGENT**

The address of the registered office of this Corporation is 5011 South State Road 7, Suite 106, Davie, Florida 33314, and the name of the registered agent of this Corporation at that address is Vcorp Services, LLC.

**ARTICLE 8**  
**ELECTIONS**

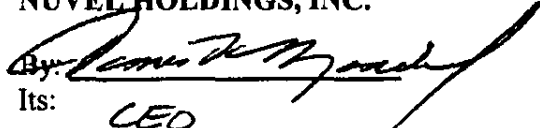
The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, related to affiliated transactions. The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, related to control share acquisitions.

**SECOND:** On December 27, 2016, a majority of the votes entitled to be cast by shareholders of this Corporation approved these *Second Amended and Restated Articles of Incorporation*. The number of votes cast for the *Second Amended and Restated Articles of Incorporation* was sufficient for their approval.

**THIRD:** The effective date of these *Amended and Restated Articles of Incorporation* is December 27, 2016

IN WITNESS THEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on its behalf by its authorized officer on December 27, 2016.

NUVEL HOLDINGS, INC.

By:   
Its: CEO