

P10000051906

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LATITUDE GLOBAL INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LATITUDE GLOBAL INC.

Brent W. Brown, being the Chairman and Chief Executive Officer of Latitude Global Inc., a corporation duly organized under the Business Corporation Act of the State of Florida (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Latitude Global Inc.
2. The Corporation's Articles of Incorporation were filed with the Florida Department of State on June 21, 2010. The Document Number for the Corporation is P10000051906.
3. The terms and provisions of these Amended and Restated Articles of Incorporation ("Restated Articles") were affirmatively approved by the holders of a majority of the issued and outstanding shares of all capital stock of the Corporation as of February 9, 2011. The number of votes cast pursuant to such consent was sufficient for approval of the Restated Articles. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
4. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation shall be LATITUDE GLOBAL INC.

ARTICLE II - PRINCIPAL OFFICE

The Corporation's mailing address and the address of the Corporation's principal office is 6022 San Jose Boulevard, 2nd floor, Jacksonville, FL 32217.

ARTICLE III - PURPOSE

The purpose of this Corporation shall be to engage in any lawful activity or business for which corporations may be organized under the laws of the United States and the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have authority to issue a total of 110,000,000 shares, consisting of:

- and
- (i) 100,000,000 shares of common stock, \$.001 par value per share (the "Common Stock");
 - (ii) 10,000,000 shares of preferred stock, \$.001 par value per share (the "Preferred Stock").

Common Stock

A. **General.** 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 any Preferred Stock designated by resolution of the Board of Directors as authorized herein.

B. **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation on all matters submitted to shareholders for a vote (including any action by written consent); provided, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation or pursuant to the Act. There shall be no cumulative voting.

C. **Dividends.** Subject to provisions of law and the preferences of the holders of any issued and outstanding Preferred Stock, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. **Liquidation.** Subject to provisions of law, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of any issued and outstanding Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

Preferred Stock

A. **Issuance of Preferred Stock in Classes or Series.** The Preferred Stock may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

B. **Authority to Establish Variations Between Classes or Series of Preferred Stock.** The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix: (i) the distinctive designation of such class or series and the number of shares to constitute such class or series; (ii) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the

rate so determined, and if so, on what terms; (iii) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption; (iv) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; (v) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; (vi) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation; (vii) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock; (viii) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and (ix) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

ARTICLE V - AMENDMENTS TO BYLAWS

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Florida is located at 6022 San Jose Boulevard, 2nd floor, Jacksonville, FL 32217, Duval County. The name of the registered agent at such address is Brent W. Brown.

ARTICLE VII - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

The number of directors that shall constitute the Board of Directors of the Corporation shall be fixed in the manner prescribed in the Bylaws of the Corporation and may be increased or decreased from time to time in such a manner as may be prescribed by the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Subject to any rights which may be granted to the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the directors shall be divided into three classes, as nearly equal in number as possible, and designated as Class I, Class II and Class III. Class I directors shall be initially elected for a term expiring at the 2012 annual meeting of stockholders, Class II directors shall be initially elected for a term expiring at the 2013 annual meeting of stockholders, and Class III directors shall be initially elected for a term expiring at the 2014 annual meeting of stockholders. Members of each class shall hold office until their successors are duly elected and qualified. At each succeeding annual meeting of the shareholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected in the manner set forth in the Bylaws of the Corporation and shall hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election, and until their successors are duly elected and qualified, subject to death, resignation or removal from office.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation applicable thereto, and such directors shall not be divided into classes pursuant to this Article VIII unless expressly provided by such terms.

ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, have the power to indemnify any and all directors, officers and agents of the Corporation.

ARTICLE X - AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI - CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the 9 day of February, 2011.


Brent W. Brown, CEO and Chairman