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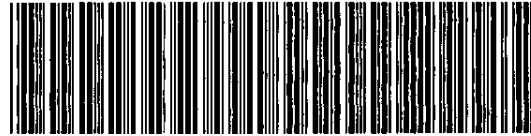
(Business Entity Name)

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Amended  
11/10/11  
TK

Beckman Lawson, LLP  
201 West Wayne Street  
Fort Wayne, Indiana 46802 TEL 260 422 0800  
FAX 260 420 1013



JEREMY L. REIDY  
Direct Dial: 260.425.1650  
jreidy@beckmanlawson.com

November 2, 2011

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Fusion Capital Management, Inc.

Dear Sir or Madam:

Enclosed are an original and two (2) copies of Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee. Please return a file-stamped copy in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me.

Very truly yours,

BECKMAN LAWSON, LLP

Jeremy L. Reidy

JLR:tmb

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FUSION CAPITAL MANAGEMENT, INC.**

At a meeting of the Board of Directors of FUSION CAPITAL MANAGEMENT, INC., resolutions were duly adopted – after unanimous approval of all of the Corporation's (as defined below) shareholders entitled to vote – setting forth the Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc., declaring such amendment and restatement to be advisable. Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the amendment and restatement is adopted as follows:

**Article 1  
NAME**

The name of the corporation is FUSION CAPITAL MANAGEMENT, INC. (the "Corporation").

**Article 2  
ADDRESS**

**2.1 Principal Place of Business.** The principal place of business of the Corporation is 9040 Town Center Parkway, Lakewood Ranch, Bradenton, Florida 34202.

**2.2 Mailing Address.** The mailing address of the Corporation is 9040 Town Center Parkway, Lakewood Ranch, Bradenton, Florida 34202.

**Article 3  
SHARES**

**3.1 Designation of Capital Stock.** The Corporation is authorized to issue two classes of common stock designated respectively "Class A Common Stock" and "Class B Common Stock." Class A Common Stock and Class B Common Stock are sometimes referred to herein collectively as "Common Stock."

**3.2 Number of Authorized Shares.** The total number of shares of Class A Common Stock the Corporation is authorized to issue is 10,000,000. The total number of shares of Class B Common Stock the Corporation is authorized to issue is 2,000,000.

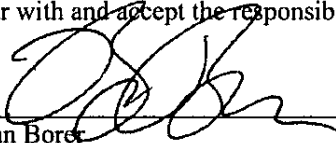
**3.3 Voting Rights.** The holders of Class A Common Stock shall have the general right to vote for all purposes, including the election of directors, as provided by law. Each holder of Class A Common Stock shall be entitled to one vote for each share thereof held. Except as otherwise required by law, the holders of Class B Common Stock shall have no voting rights.

**Article 4  
REGISTERED AGENT**

**4.1 Registered Office.** The street address of the Corporation's initial registered office is 9822 Brompton Drive, Tampa, Florida 33626.

**4.2 Registered Agent.** The name of the Corporation's initial registered agent at the registered office is Ryan Borer.

4.3 **Statement of Acceptance.** I certify that I am familiar with and accept the responsibilities of the position of Registered Agent of the Corporation.

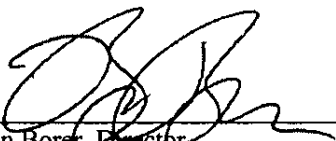
  
\_\_\_\_\_  
Ryan Boret

Article 5  
INCORPORATOR

Meghan Record, 23586 Calabasas Road, Suite 102, Calabasas, California 91302, served as incorporator for the Corporation.

These Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc. are duly adopted by the Board of Directors of the Corporation on this 15<sup>th</sup> day of November, 2011.

These Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc. were adopted a vote of the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

  
\_\_\_\_\_  
Ryan Boret, Director

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FUSION CAPITAL MANAGEMENT, INC.**

11 NOV - 7 AM 10:29  
FUSION CAPITAL MANAGEMENT, INC.  
TAMPA, FLORIDA 33626

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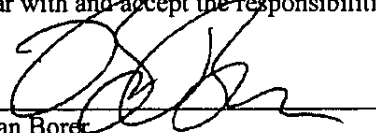
3.3 **Voting Rights.** The holders of Class A Common Stock shall have the general right to vote for all purposes, including the election of directors, as provided by law. Each holder of Class A Common Stock shall be entitled to one vote for each share thereof held. Except as otherwise required by law, the holders of Class B Common Stock shall have no voting rights.

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Ryan Boret

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These Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc. are duly adopted by the Board of Directors of the Corporation on this 1<sup>st</sup> day of November, 2011.

These Amended and Restated Articles of Incorporation of Fusion Capital Management, Inc. were adopted a vote of the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

  
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Ryan Boret, Director

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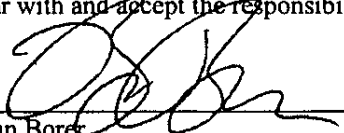
3.3 **Voting Rights.** The holders of Class A Common Stock shall have the general right to vote for all purposes, including the election of directors, as provided by law. Each holder of Class A Common Stock shall be entitled to one vote for each share thereof held. Except as otherwise required by law, the holders of Class B Common Stock shall have no voting rights.

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