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*Amended And
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T. ROBERTS

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MUZIME, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Muzime, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named Muzime, Inc. and was originally incorporated in the State of Florida on June 20, 2011, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders or each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated May 2, 2012, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is: Muzime, Inc.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at 518 N. Tampa Street, Suite 280, Tampa, Florida 33602.

ARTICLE THREE

CAPITAL STOCK

A. Classes of Stock. The total number of shares of all classes of capital stock authorized to be issued is 80,000,000 shares, of which (i) 78,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 2,000,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of which 600,000 shares shall be designated "Series A Preferred Stock". The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three.

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B. Designations. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The descriptions of shares of Series A Preferred Stock are as set forth in Section C of this Article Three. The description of shares of each other series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock prior to the issuance of any shares of such series.

Subject to the limitations and provisions set forth in these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock (other than the Series A Preferred Stock) and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock (other than the Series A Preferred Stock), or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock (other than the Series A Preferred Stock) shall include, but not be limited to, establishment of the following:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(iii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iv) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(viii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

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In accordance with Section 607.0602 of the FBCA, the Board of Directors shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series. The shares of Preferred Stock of any one series shall be identical with each other in such series in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

Subject to all of the rights of the Preferred Stock as expressly provided herein by law or by the Board of Directors pursuant to this Article Three, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

(c) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interest.

C. Rights, Preferences, and Restrictions of the Series A Preferred Stock.

1. **Liquidation Preference.**

a. **Preferential Payments to Holders of Series A Preferred Stock.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation Event") or Deemed Liquidation Event, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the Series A Liquidation Price (as defined below). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (as defined below), the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

b. **Right of First Refusal.** In the event of any voluntary liquidation, dissolution or winding up of the Corporation, the holder of a majority of shares of Series A Preferred Stock then outstanding shall be entitled to a right of first refusal to purchase all (and not less than all) of the Corporation's Intellectual Property (as defined herein) at

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fair market value as determined in Section C(1)(g) for cash and the Corporation may sell and transfer all (but not less than all) of the Corporation's Intellectual Property, if the Corporation receives a written offer (the "Offer") made in good faith by the holder of a majority of shares of Series A Preferred Stock then outstanding (the "Offeror") within twenty (20) days after the date the Offeror receives a Liquidation Event Notice. The Offer shall be bona fide and shall set forth the name of the Offeror and any other relevant material information available regarding the sale and transfer (the "Offer Notice"). The closing of the purchase of the Corporation's Intellectual Property by the Offeror shall occur on a date not fewer than ten (10) days nor more than twenty (20) days after the election to purchase has been made by the Offeror. Payment of the purchase price for the Corporation's Intellectual Property shall be made by check or by wire transfer to a bank account designated in writing by the Corporation. The failure of the holder of a majority of shares of Series A Preferred Stock then outstanding to deliver an Offer Notice or to close the purchase of the Corporation's Intellectual Property as set forth in this Section shall be deemed to be a waiver of his/her/its rights under this Section. For purposes of this Section, "Intellectual Property" shall mean any one or more of the following: trademarks (registered or unregistered), service marks, brand names, domain names, certification marks, trade dress, assumed names, trade names and other indications of origin and registrations in any jurisdiction, and applications in any jurisdiction to register the foregoing, including any extension, modification or renewal of any such registration or application; inventions, discoveries, improvements, concepts and ideas, whether reduced to practice or not and whether patented or not in any jurisdiction; computer programs, software (including object code, source code, and associated data and documentation), electronic databases (including any and all extracts or reports therefrom in any and all media) and other databases and data; mask-works; know-how and any other technology; trade secrets and confidential information and rights in any jurisdiction to limit the use or disclosure thereof by a third party; writings and other works, whether copyrighted, copyrightable or not in any jurisdiction; registrations or applications for registration of copyrights in any jurisdiction, and any renewals or extensions thereof; content, materials and images include on and associated with, any domain names and websites; any Corporation products; any other intellectual property or proprietary rights; licenses, immunities, covenants not to sue and the like relating to any of the foregoing; and any claims or causes of action arising out of or related to any infringement, misuse or misappropriation of any of the foregoing.

c. Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

d. Liquidation Price. The "Series A Liquidation Price" shall be an amount per share equal to \$0.45 (as adjusted in subsection (e) below).

(((H12000122372 3)))

e. Adjustment to Series A Liquidation Price and Payment. If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series A Preferred Stock into a greater number of shares, the Series A Liquidation Price set forth in Section C(1)(d) above in effect immediately before the subdivision will be proportionately reduced, and conversely, if the outstanding shares of Series A Preferred Stock are combined into a smaller number of shares, the Series A Liquidation Price set forth in Section C(1)(d) in effect immediately before the combination will be proportionately increased.

f. Deemed Liquidation. A Deemed Liquidation Event shall occur upon (each, a "Deemed Liquidation Event"): (a) a sale, transfer, license or lease, whether in a single transaction or pursuant to a series of related transactions or plan, of all or substantially all of the assets of (i) the Corporation (including the capital stock of subsidiaries) or (ii) any subsidiary of the Corporation, the assets of which constitute all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, (b) a merger, acquisition, consolidation or similar transaction which results in the Corporation's stockholders immediately prior to such transaction holding fifty percent (50%) or less of the voting power of the surviving, continuing or purchasing entity or (c) the issuance or sale, in any transaction or series of related transactions, to any person or entity or affiliated group of persons or entities, that results in a transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation. The Corporation shall pay the Series A Liquidation Price on the closing of a Liquidation Event or a Deemed Liquidation Event. The Corporation shall provide notice to the holders of Preferred Stock in writing (the "Liquidation Event Notice") not later than twenty (20) days before the shareholders' meeting called to approve Liquidation Event or a Deemed Liquidation Event, if any, or within twenty (20) days before closing of the transaction, whichever is earlier, and shall also provide notice to the holders in writing of the final approval of the transaction. The first of these notices shall describe the material terms and conditions of the pending transaction and the provisions of this Section C(1), and the Corporation shall thereafter give such holders prompt notice of any material changes to the same.

g. Non-Cash Distribution. If any of the assets of the Corporation are to be distributed to shareholders other than in cash or securities under this Section C(1) or for any purpose, or purchased by the holder of a majority of the shares of Series A Preferred Stock pursuant to Section C(1), then the Board of Directors of the Corporation shall promptly engage an independent appraiser to determine the value of the assets to be distributed to or purchased by the holders of the Series A Preferred Stock and/or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of Series A Preferred Stock and Common Stock of the appraiser's valuation. Notwithstanding the above, any securities to be distributed to the shareholders shall be valued as follows:

i. If traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30) day period ending three (3) business days prior to the closing of the transaction;

(((H12000122372 3)))

ii. If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) business days prior to the closing of the transaction; and

iii. If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and a majority of the holders of the Series A Preferred Stock, each voting separately as a class, provided that if the Corporation and such shareholders are unable to reach agreement, then by independent appraisal by an investment banker. The investment banker shall be hired and paid by the Corporation and be reasonably acceptable to a majority of the holders of the Series A Preferred Stock, voting separately as a class.

2. Voting Rights.

a. General. Except as set forth in these Amended and Restated Articles of Incorporation, or as otherwise required by law or as provided in any agreement among the shareholders of the Corporation, the holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Except as otherwise required by law or as set forth in these Amended and Restated Articles of Incorporation, the holders the Series A Preferred Stock and the Common Stock shall vote together as a single class. In cases in which the holders the Series A Preferred Stock are entitled to approve a matter or vote separately as a class, each holder will be entitled to one vote for each of its shares and the vote of a majority of the outstanding shares of Series A Preferred Stock will constitute the action of that class.

b. Notice. Each holder of a share of the Series A Preferred Stock shall be entitled to the same prior notice of any shareholders' meeting as provided to the holders of Common Stock in accordance with the Bylaws of the Corporation, as well as prior notice of all shareholder actions to be taken by legally available means in lieu of meeting, and shall vote with holders of the Common Stock and Preferred Stock upon any matter submitted to a vote of shareholders, except those matters required by law or by the terms hereof to be submitted to a class vote of the holders of the Series A Preferred Stock.

c. Events Requiring Approval. Approval of the following actions or matters by the Corporation shall require approval, by affirmative vote or written consent, of a majority of the holders of outstanding Series A Preferred Stock, voting separately as a class:

(((H12000122372 3)))

i. liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

ii. any amendment, alteration, or repeal of any provision of the Articles of Incorporation of the Corporation in a manner that adversely affects the powers, preferences, or rights of the holders of outstanding Series A Preferred Stock; or

iii. create, or authorize the creation of, or increase the authorized number of shares of Series A Preferred Stock.

3. Conversion. The holders of the Series A Preferred Stock have conversion rights as follows:

a. Right to Convert. Each share of Series A Preferred 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 the Series A Preferred Stock into such number of shares of Common Stock as is determined by dividing: (i) the original Series A Preferred Stock price, by the applicable Conversion Price in effect at the time of conversion. The "Conversion Price" shall initially be \$0.45, and shall be subject to adjustment as provided in Section C(3)(e). Based on the initial Conversion Price, all of the 510,000 outstanding shares of Series A Preferred Stock are initially convertible into 510,000 shares of Common Stock.

b. Automatic Conversion. Each share of Series A Preferred Stock shall be converted automatically into the number of shares of Common Stock into which such Series A Preferred Stock are convertible pursuant to Section C(3)(a), without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, (i) upon the closing of a firm commitment underwritten initial public offering (a "Qualified IPO") pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public; or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Series A Preferred Stock then outstanding (voting as a single class and on an as-converted basis), or, if later, the effective date for conversion specified in such requests.

c. Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. The Corporation shall round up fractional shares to which the holder would otherwise be entitled to the nearest whole number. Before any holder of Series A Preferred Stock shall be entitled to convert such shares into shares of Common Stock and receive certificates therefor, such holder shall surrender during normal business hours the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at such office stating the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records

(((H12000122372 3)))

(((H12000122372 3)))

of the Corporation and the number of Series A Preferred Stock that it elects to convert. The Corporation shall, as soon as practicable thereafter and in no event later than thirty (30) days after the delivery of the Series A Preferred Stock, issue and deliver at such office to such holder of Series A Preferred Stock or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which it shall be entitled (and any shares of Series A Preferred Stock that were not converted). Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock and delivery of the notice described above (for a conversion pursuant to Section C(3)(a) or on the date of the Qualified IPO (for a conversion pursuant to Section C(3)(b)(i)) or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Series A Preferred Stock then outstanding (voting as a single class and on an as-converted basis), or, if later, the effective date for conversion specified in such requests (for a conversion pursuant to Section C(3)(b)(ii))(the foregoing respective dates are the "Conversion Date"), and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on the Conversion Date.

In the case of an automatic conversion of Series A Preferred Stock into Common Stock pursuant to Section C(3)(b), the Corporation shall give written notice of the automatic conversion, by registered or certified mail return receipt requested and postage prepaid, or by overnight delivery, to each record holder of the Series A Preferred Stock at its address then shown on the records of the Corporation, stating the effective date and time of such conversion, which shall not be fewer than seven (7) days and not more than sixty (60) days from the date such notice is delivered. Such notice will be deemed delivered two (2) days after it is sent by the Corporation, and shall state that certificates evidencing shares of Series A Preferred Stock must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in this Section C(3)(c).

d. Reservation of Stock Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

e. Anti-Dilution Adjustments.

i. Adjustments for Stock Dividends, Subdivisions, Combinations or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock dividends, splits or otherwise) into a greater number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or

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otherwise, into a lesser number of shares of Common Stock, the applicable Conversion Price then in effect shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

ii. Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization or reclassification or other change by holders of the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change, all subject to further adjustment as provided herein.

iii. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to Section C(3), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth a brief statement of the facts requiring the adjustment, the computation of such adjustment or readjustment, detailed facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the applicable Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

4. Limitations on Reissuance. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired, and eliminated from the shares which the Corporation shall be authorized to issue.

ARTICLE FOUR

BOARD OF DIRECTORS

A. Board of Directors. The Board of Directors of the Corporation shall consist of up to seven (7) directors. The directors shall be elected as follows:

1. The holders of Series A Preferred Stock, voting as a class, shall be entitled to nominate and elect four (4) directors.

2. The holders of the Common Stock shall be entitled to nominate and elect three (3) directors.

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Directors so elected under this Section A may be removed and vacancies in such seats filled only by like action. Each class may, at its option, elect fewer than the number of directors designated by this Article. The Corporation shall reimburse the directors for all reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position.

B. Quorum of Board of Directors. A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

C. Meetings of Board of Directors. The Board of Directors shall plan to hold its meetings at least four (4) times annually, including at least one meeting during each calendar quarter of the year.

D. Operating Budget. Each year on or before November 30th, the Board of Directors will approve a line item operating budget for the Corporation. Any proposed expenditure in excess of the amounts set forth in the operating budget shall require the prior approval of the Board of Directors. The operating budget may, from time to time, be amended or modified with the prior approval of the Board of Directors.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the registered office of the Corporation in the State of Florida is 518 N. Tampa Street, Suite 280, Tampa, Florida 33602. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida.

ARTICLE SIX

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. This Article Six shall be read to authorize the limitation of liability to the fullest extent permitted under Florida law. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

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ARTICLE SEVEN**INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE EIGHT**SPECIAL MEETING OF SHAREHOLDERS**

Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of shareholders of the Corporation may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Corporation's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of Common Stock of the Corporation or Series A Preferred Stock. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article Eight shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE NINE**BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article Nine shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

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ARTICLE TEN

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

ARTICLE ELEVEN

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the FBCA, as amended from time to time, relating to control share acquisitions.

ARTICLE TWELVE

AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

* * *

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of May 2, 2012.

MUZIME, INC

Joel Fenelon, President