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NXTGN, INC.

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2011 SEP 23 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amend & Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NXTGN, INC.
(A Florida Corporation)**

2011 SEP 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **NXTGN, INC.**, (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was August 24, 2011, as amended from time-to-time thereafter.

2. The Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation by written consent dated September 21, 2011, without shareholder action and shareholder action was not required, in accordance with Sections 607.1002, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is **NXTGN, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 100 N. Biscayne Boulevard, 9th Floor, Miami, Florida 33132.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV
DURATION**

The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V
CAPITAL STOCK

The total number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, at No par value. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 100 N. Biscayne Boulevard, 9th Floor, Miami, Florida 33132. The name of the Corporation's registered agent at that office is Gerardo M. Huerta.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. Initially, the number of directors constituting the Board of Directors shall be two persons and the name and address of the initial members of the Board of Directors who will serve as the Corporation's directors until their successor(s) are duly elected and qualified is:

Arik Meimoun
100 N. Biscayne Boulevard, 9th Floor
Miami, Florida 33132

Gerardo M. Huerta
100 N Biscayne Boulevard, 9th Floor
Miami, Florida 33132

ARTICLE VII
INDEMNIFICATION

This Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 21 day of September, 2011.

By: 

Name: Gerardo M. Huerta

Title: Chief Financial Officer

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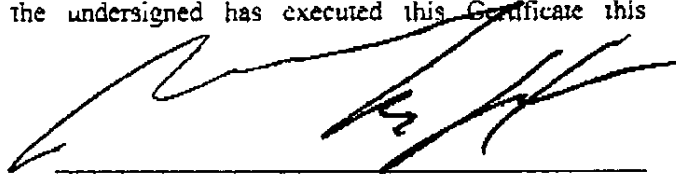
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **NXTGN, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this September 21, 2011.



Gerardo M. Huerta, as Registered Agent

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