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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ONPAY SOLUTIONS, INC.**

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AMENDED AND RESTATED 2021-02-09 21:00:17
ARTICLES OF INCORPORATION
OF
ONPAY SOLUTIONS, INC.

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA") §607.10025, the undersigned, constituting the entire board of directors of Onpay Solutions, Inc., hereby adopt and file these Amended and Restated Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be OnPay Solutions, Inc. (the "**Corporation**").

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is:

10151 Deerwood Park Blvd Building 200
Suite 250
Jacksonville, FL 32256

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

Effective as of January 1, 2020, the total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000,000, divided into classes and series as follows:

900,000 shares of Class A Common Stock; and

100,000 shares of Class B Stock.

ARTICLE V: DIRECTORS AND OFFICERS

The board of directors of the Corporation shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve as officers are:

Neal G. Anderson, President and Treasurer
10151 Deerwood Park Blvd Building 200
Suite 250
Jacksonville, FL 32256

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Julie Negrete-Anderson, Vice President and Secretary

10151 Deerwood Park Blvd Building 200
Suite 250
Jacksonville, FL 32256

ARTICLE VI: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 10151 Deerwood Park Blvd Building 200, Suite 250, Jacksonville, FL 32256 . The name of the registered agent of the Corporation at that office is Julie N. Anderson.

ARTICLE VII: INCORPORATOR

The board has appointed as incorporator the individual named below for the sole purpose of filing these Amended and Restated Articles of Organization.

Julie Negrete-Anderson
10151 Deerwood Park Blvd Building 200
Suite 250
Jacksonville, FL 32256

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: EFFECT OF RESTATEMENT

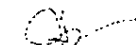
These Amended and Restated Articles of Incorporation consolidate all amendments into a single document and supersede and replace the Corporation's original Articles of Incorporation and all amendments thereto.

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Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Julie Negrete-Anderson



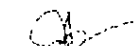
Required Signature/Registered Agent

02/02/2021

Date

Each of the undersigned directors of OnPay Solutions, Inc. submits these Amended & Restated Articles of Incorporation and affirms that the facts stated herein are true. Each director is aware that submitting false information in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Julie Negrete-Anderson



Director

02/02/2021

Date

Neal Anderson

Neal G. Anderson

Director

02/12/2021

Date

Kay Nichols



Director

01/29/2021

Date

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