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Division of Corporations

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P12000063734

Florida Department of State
Division of Corporations
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January 15, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SIGHTPLAN, INC.
121 S. ORANGE AVE - STE. 1500
ORLANDO, FL 32801

SUBJECT: SIGHTPLAN, INC.
REF: P12000063734

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
Jan. 14th, 2015

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 245-6030.

Annette Ramsey
Regulatory Specialist II

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

ARTICLE I - Name

The name of this Corporation shall be:

SightPlan, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of SightPlan, Inc. (this "Corporation") is 3218 E. Colonial Drive, Suite G, Orlando, Florida 32803.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

1. **Certain Definitions.** Unless the context otherwise requires, the terms defined in this **Section 1** shall have the meanings herein specified.

(a) "Affiliate" means, with respect to any Person, any other Person that controls, is controlled by or is under common control with such Person. For the purposes of this definition, "control" (including, with its correlative meanings, the terms "controlled by" and "under common control with"), as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of securities, by contract or otherwise.

(b) "Articles" means these Amended and Restated Articles of Incorporation of the Corporation.

(c) "Common Stock" means all shares now or hereafter authorized of any class of Common Stock of the Corporation and any other stock of the Corporation, howsoever designated, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

(d) "Conversion Price" means the price per share of Common Stock used to determine the number of shares of Common Stock deliverable upon conversion of a share of the Series A Preferred Stock, which price shall initially be \$0.9552 per share, subject to adjustment in accordance with **Section 3(b)**.

(e) **"Convertible Securities"** means any evidence of indebtedness, shares of stock (other than Junior Stock and Series A Preferred Stock), or other securities convertible into or exchangeable for Common Stock.

(f) **"Current Market Price"** at any date, means (in each case as adjusted for any stock dividend, split, combination or reclassification that took effect during the Measurement Period) (i) if the Common Stock is publicly traded on any national securities exchange, the average of the daily closing prices per share of Common Stock during the Measurement Period on the principal national securities exchange (as reported, absent manifest error, in The Wall Street Journal); (ii) if the Common Stock is not publicly traded on any national securities exchange, but trade over-the-counter, the average of the daily closing reported bid and asked prices of the Common Stock during the Measurement Period, as reported by Nasdaq or any comparable system (or if not so reported by Nasdaq or any comparable system, as furnished by two members of the National Association of Securities Dealers, Inc. selected from time to time by the Corporation for that purpose); (iii) if the Common Stock is not traded in such manner that the quotations referred to above are available for the Measurement Period, Current Market Price shall be deemed to be the fair market value as determined in good faith by the Board of Directors.

(g) **"Junior Stock"** means the Common Stock and any other class or series of stock of the Corporation ranking junior to the Series A Preferred Stock as to liquidation or the payment of dividends or distribution of assets. Except for Permitted Repurchases, Junior Stock shall not be redeemable.

(h) **"Measurement Period"** means, as of any date, the fifteen (15) consecutive trading days ending five (5) trading days before such date.

(i) **"Options"** means rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(j) **"Permitted Repurchases"** means the repurchase by the Corporation of shares of Common Stock held by employees, officers, directors, consultants, independent contractors, advisors, or other persons performing services for the Corporation or any Subsidiary that are subject to restricted stock purchase agreements or stock option exercise agreements under which the Corporation has the option to repurchase such shares: (i) at cost, upon the occurrence of certain events, such as the termination of employment or services, or (ii) subject to the approval of all Series A Directors, at any price upon the occurrence of certain events or pursuant to the Corporation's exercise of a right of first refusal to repurchase such shares.

(k) **"Person"** means an individual, partnership, corporation, limited liability company or partnership, trust, unincorporated organization, joint venture, government (or agency or political subdivision thereof) or any other entity of any kind.

(l) **"Series A Directors"** shall have the meaning set forth in Section 6 below.

(m) **"Series A Original Issue Date"** means the date that shares of Series A Preferred Stock are first issued by the Corporation.

(n) "Series A Original Issue Price" means \$0.9552 per share of Series A Preferred Stock.

(o) "Subsidiary" means (a) a corporation more than 50% of the combined voting power of the outstanding Voting Stock of which is owned, directly or indirectly, by the Corporation, or by one or more Subsidiaries, or by the Corporation and one or more Subsidiaries, (b) a partnership of which the Corporation, or one or more other Subsidiaries, or the Corporation and one or more Subsidiaries, directly or indirectly, is the general partner and has the power to direct the policies management and affairs or (c) any other person (other than a corporation) in which the Corporation, or one or more Subsidiaries, or the Corporation and one or more Subsidiaries, directly or indirectly, has at least a majority ownership interest and power to direct the policies, management and affairs thereof.

(p) "Voting Stock" means, with respect to any Person, capital stock of such Person that ordinarily has voting power for the election of directors (or persons performing similar functions) of such Person, whether at all times or only so long as no senior class of securities has such voting power by reason of any contingency.

2. Capital Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is 11,000,000, with par value of \$0.0001 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares. Except as otherwise provided in these Articles or by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 5,500,000, with par value of \$0.0001 per share. The Preferred Stock shall be divided into series. Of the authorized shares of Preferred Stock, 1,046,930 shares are hereby designated "Series A Preferred Stock." The balance of the authorized shares of Preferred Stock (4,453,070 shares) is currently undesignated and will, when issued, have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to Section 607.062 of the Florida Statutes, and the limitations of these Articles, as amended from time to time.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof relating to the Series A Preferred Stock:

3. Dividends and Antidilution.

(a) Accruing Dividends. From and after the date of the issuance of any shares of Series A Preferred Stock, dividends shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or

other similar recapitalization with respect to the Series A Preferred Stock) (the "Accruing Dividends") as follows:

(i) For the first 365 days after the share is issued, at the rate of \$0.0002093 per day per share; and

(ii) Commencing on the 365th day after the share is issued and continuing until the 3rd anniversary of the date the share was issued, at the rate of \$0.0001570 per day per share.

Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative; provided, however, that except as set forth in the following sentence of this Section 3 or in Sections 4 or 5(c), such Accruing Dividends shall be payable only when, as, and if declared by the Board of Directors and the Corporation shall be under no obligation to pay such Accruing Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in these Articles) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) the amount of the aggregate Accruing Dividends then accrued on such share of Series A Preferred Stock and not previously paid and (ii) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (1) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend.

(a) Antidilution. If the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, the Conversion Price shall be proportionately adjusted so that the holder of any shares of Series A Preferred Stock surrendered for conversion after such date shall be entitled to receive the number of shares of Common Stock which he would have owned or been entitled to receive had such Series A Preferred Stock been converted immediately prior to such date. Successive adjustments in the Conversion Price shall be made whenever any event specified above shall occur.

4. 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 or Deemed Liquidation Event (defined below), 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 Junior Stock by reason of their ownership thereof, an amount per share equal to the Conversion Price, plus any Accruing Dividends accrued but unpaid thereon, whether or not declared, together with any

other dividends declared but unpaid thereon. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, 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 Section 4, 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) Distribution of Remaining Assets. 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 the shares of Series A Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to Common Stock pursuant to the terms of these Articles immediately prior to such liquidation, dissolution or winding up of the Corporation.

(c) Deemed Liquidation Event. For purposes of this Section 4, a "Deemed Liquidation Event" shall mean: (i) a consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (ii) a transaction or series of transactions that results in the transfer of 50% or more of the voting power of the Corporation, or (iii) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (iv) bankruptcy, dissolution or other winding up of the Corporation.

5. Series A Preferred Stock Conversion Rights. The Series A Preferred Stock shall be convertible into Common Stock as follows:

(a) Optional Conversion. Subject to and upon compliance with the provisions of this Section 5, the holder of any shares of Series A Preferred Stock shall have the right at such holder's option without the payment of additional consideration by such holder, at any time or from time to time, to convert any of such shares of Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Original Issue Price by the Conversion Price in effect at the time of conversion.

(b) Automatic Conversion. Each outstanding share of Series A Preferred Stock shall automatically be converted, without any further act of the Corporation or its stockholders, into fully paid and nonassessable shares of Common Stock at the Conversion Price upon the closing of a bona fide underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of the Common Stock for the account of the Corporation (an "IPO").

(c) Mechanics of Conversion. The holder of any shares of Series A Preferred Stock may exercise the conversion right specified in Section 5(a) by surrendering to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice specifying the number of shares to be converted. Upon the occurrence of the event specified in Section 5(b), the outstanding shares of Series A Preferred Stock shall be converted automatically 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; provided, that the Corporation shall not be obligated to issue to any such holder certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing the shares of Series A Preferred Stock are either delivered to the Corporation or any transfer agent of the Corporation.

(d) Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Preferred Stock. If more than one share of Series A Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares of Series A Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Series A Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to that fractional interest of the then Current Market Price.

(e) Reservation of Shares. The Corporation shall reserve at all times so long as any shares of Series A Preferred Stock remain outstanding, free from preemptive rights, out of its treasury stock (if applicable) or its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Series A Preferred Stock.

(f) Approvals. If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series A Preferred Stock require registration with or approval of any governmental authority under any federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the shares of Series A Preferred Stock are then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

(g) Valid Issuance. All shares of Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Common Stock).

6. Voting Rights.

(a) Common Stock Voting Rights. Except as otherwise provided in these Articles, the holders of shares of Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings).

(b) Series A Preferred Stock Voting Rights. In addition to the special voting rights provided below and as required by applicable law, the holders of shares of Series A Preferred Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to the number of votes equal to the largest number of full shares of Common Stock into which such shares of Series A Preferred Stock could be converted pursuant to the provisions of Section 5 hereof at the record date for the determination of the stockholders 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 stockholders is solicited, such votes to be counted together with all other shares of capital stock having general voting powers and not separately as a class. In all cases where the holders of shares of Series A Preferred Stock have the right to vote separately as a class, such holders shall be entitled to one vote for each such share held by them respectively.

(c) Notwithstanding Section 6(b) above, the holders of then outstanding shares of Series A Preferred Stock voting as a separate class on an as converted basis, shall be entitled to elect two (2) directors of the Corporation (the "Series A Directors") and to fill any vacancies thereto. The holders of record of the shares of Common Stock and of any other class or series of Voting Stock (including the Series A Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the Series A Preferred Stock, on an as-converted basis, shall constitute a quorum of the Series A Preferred Stock for the election of directors to be elected solely by the holders of Series A Preferred Stock. With respect to the Series A Directors, the presence in person or by proxy of the holders of a majority of the Series A Preferred Stock then outstanding shall constitute a quorum of the Series A Preferred Stock for the election of the Series A Directors.

(d) Covenants. So long as at least two hundred fifty thousand (250,000) shares of Series A Preferred Stock issued on the Series A Original Issue Date are outstanding as adjusted for stock splits, combinations and the like, without the consent of the holders of a majority of the shares of Series A Preferred Stock then outstanding, given in writing or by vote at a meeting of stockholders called for such purpose, the Corporation will not:

(i) amend, alter or repeal any provision of these Articles or the Bylaws of the Corporation, in a manner that adversely affects the rights, preferences or privileges of the Series A Preferred Stock, subject to Section 6(e) hereof;

(ii) authorize or issue, any class of the Company's capital stock having rights, preferences or privileges senior to the Series A Preferred Stock, subject to Section 6(e) hereof;

(iii) create, or authorize the creation of, or issue, or authorize the issuance of any debt security in excess of \$1 million, or permit any Subsidiary to take any such action with respect to any debt security;

(iv) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one or more other Subsidiaries) by the Corporation, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect Subsidiary of the Corporation, or permit any direct or indirect Subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such Subsidiary; or

(v) make a material change in the Company's business.

(e) Additional Preferred Stock. Notwithstanding anything contained in these Articles to the contrary, the Corporation may designate and issue additional shares of Preferred Stock (the "Additional Preferred Stock") with voting, conversion, liquidation and dividend preferences that are superior to the Series A Preferred Stock upon the following conditions:

(i) either (x) the per share purchase price for each Additional Preferred Stock is not less than one hundred ten percent (110%) of the Series A Original Issue Price, or (y) the pre-money valuation of the Corporation for purposes of the terms of the issuance of the subject Additional Preferred Stock is not less than one hundred ten percent (110%) of the post money valuation of the Corporation after issuance of the Series A Preferred Stock;

(ii) no liquidation preference for any Additional Preferred Stock is in excess of the per share purchase price for such Additional Preferred Stock (subject to adjustment for splits, combinations and other recapitalization events); and

(iii) no dividend rate on any Additional Preferred Stock is in excess of the dividend rate payable with respect to the Series A Preferred Stock at any time.

7. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this Article IV (as this Article IV may be amended from time to time).

8. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

9. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in this Article IV (as this Article IV may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this Article IV (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

10. Status of Reacquired Shares. Shares of Series A Preferred Stock which have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of Preferred Stock issuable in series undesignated as to series and, subject to the provisions hereof, may be redesignated and reissued.

ARTICLE V - Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Registered Agent and Street Address

The street address of the registered office of this Corporation is 736 Manteo Circle, Orlando, Florida 32837 and the registered agent at that address is Joseph Westlake.

ARTICLE VII - Limitation of Liability

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII - Indemnification

Each person who is or was a director or officer of the Corporation, and each such person who is or was serving at the request of the Corporation as a director or officer of another corporation, or in a similar capacity of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Corporation, in accordance with the procedures specified in the bylaws of the Corporation, to the fullest extent permitted from time to time by the Florida Business Corporation Act. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification and advancement of expenses greater or different than that provided in this Article. No amendment or repeal of this Article shall adversely affect any right or protection existing or pursuant to this Article immediately before the amendment or repeal.

ARTICLE IX - Amendment to Articles

These Articles may be amended in the manner provided by law, subject to Article IV Section 6(d).

ARTICLE X - Bylaws

Subject to these Articles, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - Lost or Destroyed Certificates

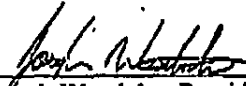
Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XII - Affiliated Transactions

The Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 14th day of January, 2015.

SIGHTPLAN, INC.

By: 
Joseph Westlake, President and CEO

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

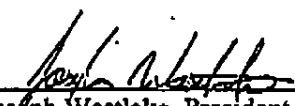
SightPlan, Inc., a Florida corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows:

The following amended and restated articles of incorporation was adopted on January 14, 2015, by the Corporation's Board of Directors and was approved by the shareholders of the Corporation by written consent pursuant to Section 607.0704 of the Florida Statutes on January 14, 2015. The number of votes cast by the shareholders for the amendment and restatement of the Corporation's Articles of Incorporation was sufficient for approval by the shareholders.

Dated this 14th day of January, 2015.

SIGHTPLAN, INC.

By: _____


Joseph Westlake, President and CEO