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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MY APPS CO, CORP**

The undersigned, Michael S. McGonnell, being the Chief Operating Officer of My Apps Co, Corp, a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 15, 2012, under Document Number P12000070308.
2. These Amended and Restated Articles of Incorporation of the Corporation were approved by unanimous written consent of the directors and shareholders of the Corporation on the 10<sup>th</sup> day of January, 2013.
3. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of this corporation is:

MY APPS CO, CORP

**ARTICLE II - ADDRESS**

The principal place of business address:

7232 WEST SAND LAKE ROAD  
SUITE 200  
ORLANDO, FL 32819

The mailing address of the corporation is:

7232 WEST SAND LAKE ROAD  
SUITE 200  
ORLANDO FL 32819

**ARTICLE III - PURPOSE**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. Without limiting the

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generality of the foregoing, the principal purpose for which the corporation is organized is to serve as an online app business selling smart phone apps, as well as any and all smart phone related products and services.

#### ARTICLE IV – CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000, consisting of (i) 7,443,750 shares of common stock, par value of \$0.001 per share (the "Common Stock"), and (ii) 2,556,250 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock"), issued in one or more series as hereinafter provided.

##### A. Common Stock.

1. Voting Rights. Except as otherwise provided by law, each share of Common Stock shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of shareholders of the Corporation.

2. Dividends and Distributions. Subject to the express terms of the Preferred Stock outstanding from time to time, the holders of Common Stock shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

##### B. Preferred Stock.

Subject to the terms contained in any designation of a series of Preferred Stock, the Board of Directors is expressly authorized, at any time and from time to time, to issue Preferred Stock in one or more classes and/or series, and for such consideration as the Board of Directors may determine and to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock of the Corporation or any series of any class of Preferred Stock:

1. the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

2. whether the shares or such class of series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights;

3. the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative and if interest thereon shall be payable and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation such dividends shall bear to the dividends payable on any shares of stock of any class or other series of the same class;

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4. whether the shares of such class or series shall be subject to redemption by the Corporation and, if so, prices and other conditions of such redemption;

5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

6. whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

7. whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

8. the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares or stock of any class or any other series of the same class;

9. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

10. the ranking (be it *pari passu*, junior or senior) of each class of series *vis-à-vis* any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

11. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of this Amended and Restated Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any may differ from those of any and all other series at any time outstanding.

#### ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The name of Florida street address of the initial registered agent of this corporation is:

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Michael S. McGonnell  
7232 WEST SAND LAKE ROAD  
SUITE 200  
ORLANDO, FL 32819

#### ARTICLE VI - OFFICERS AND DIRECTORS

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D / COO  
Michael S. McGonnell  
9519 Westover Club Circle  
Windermere, FL 34786

Title: D / CTO  
Chris E. Leach  
9536 Westover Club Circle  
Windermere, FL 34786

Title: D / CSO  
Jason C. Wyatt  
2015 Westover Reserve Blvd.  
Windermere, FL 34786

#### ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the directors reasonably believed are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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**ARTICLE VIII - INCORPORATION**

The name of the person incorporating the original Articles of Incorporation is Michael S. McGonnell, whose address is 9519 Westover Club Circle, Windermere, FL 34786.

**ARTICLE IX - AMENDMENT OR REPEAL**

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 10<sup>th</sup> day of January, 2013.

MY APPS CO, CORP

By: 

Michael S. McGonnell  
Chief Operating Officer

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

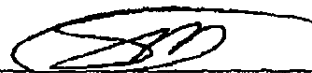
Having been named to accept service of process for the above stated Corporation, at the place designated in Article V of these Amended and Restated Articles of Incorporation, the undersigned Corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes related to the proper and complete discharge of its duties.

January 10, 2013.

MY APPS CO, CORP

By: \_\_\_\_\_

Michael S. McGonnell  
Chief Operating Officer



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