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CROWDSMART, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
CROWDSMART, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CROWDSMART, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on May 16, 2013, and its document number with the State of Florida is P13000043718.

2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

The Corporation adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation (the "Corporation") is CrowdSmart, Inc. Its principal office is 715 E. Bird Street, Tampa, Florida 33604 and mailing address is 715 E. Bird Street, Tampa, Florida 33604.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence commenced upon the filing of the Corporation's Articles of Incorporation with the Florida Secretary of State on May 16, 2013.

Brenda K. Holland, Paralegal
Bush Ross, P.A.
P.O. Box 3913, Tampa, FL 33601
813-224-9255
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ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall be authorized to issue is 14,350,000, of which (a) 13,350,000 shares shall be common stock, having a par value of \$0.01 per share, and (b) 1,000,000 shares shall be preferred stock, having no par value per share ("Preferred Stock"). The Board of Directors of the Corporation is authorized, subject to limitations prescribed by the Florida Business Corporation Act and the provisions of these Amended and Restated Articles of Incorporation, to provide, by resolution or resolutions from time to time and by filing a certificate of designations pursuant to the Florida Business Corporation Act, (i) for the issuance of Preferred Stock in one or more classes, to establish from time to time the number of shares to be included in each such class, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such class and to fix the qualifications, limitations or restrictions thereof, and (ii) for the issuance of one or more series within each class of Preferred Stock, to establish from time to time the number of shares to be included in each such series, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 715 E. Bird Street, Tampa, Florida 33604, and the registered agent of the Corporation at such address is Jeremy Bufford.

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ARTICLE VI
INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Jeremy Bufford

Address

715 E. Bird Street
Tampa, Florida 33604

ARTICLE VII
BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders as prescribed by the by-laws of the Corporation.

ARTICLE VIII
INDEMNIFICATION

If the criteria set forth in Section 607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director or officer thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto. The indemnification provided pursuant to this Article VIII shall not be deemed exclusive of any other rights to which a person may be entitled under any law, by-law, or otherwise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of March, 2014.

CROWDSMART, INC.

By: 

Jeremy Bufford, President and
Chief Executive Officer

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501, *Florida Statutes*, CROWDSMART, INC., desiring to comply with the laws of the State of Florida, hereby designates Jeremy Bufford, as its registered agent for the purpose of accepting service of process within such State and designates 715 E. Bird Street, Tampa, Florida 33604, the business office of its registered agent, as its registered office.

CROWDSMART, INC.

By: Jeremy Bufford, President and
Chief Executive Officer

ACKNOWLEDGMENT

Jeremy Bufford hereby accepts the appointment as registered agent of the above named corporation and agrees to act as such in accordance with the provisions of Sections 48.091 and 607.0505, *Florida Statutes*.


Jeremy Bufford

3. The foregoing Amended and Restated Articles of Incorporation were recommended by the Corporation's Board of Directors and approved by the Corporation's shareholders on March 13, 2014. The number of votes cast by the shareholders for the foregoing amendment and restatement was sufficient for approval. The foregoing Amended and Restated Articles of Incorporation were recommended by the Corporation's Board of Directors and approved by the Corporation's shareholders in accordance with the requirements of Section 607.1003, *Florida Statutes*.

4. The foregoing amendment and restatement shall become effective as of the close of business on the date these Amended and Restated Articles of Incorporation are approved by the Florida Secretary of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of its President and Chief Executive Officer this 13th day of March, 2014.

CROWDSMART, INC

By: 

Jeremy Bufford, President and
Chief Executive Officer