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Division of Corporations

Page 1 of 1

P/300006920

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TALENT NATION USA, INC.

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Amended

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Restated

09-26-14 DC

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TALENT NATION USA, INC.,
a Florida corporation**

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the undersigned does hereby declare and certify that:

1. He is the duly named Incorporator in the Articles of Incorporation of Talent Nation USA, Inc., a Florida corporation (the "Corporation"), filed with the Secretary of State of Florida on August 20, 2013, Document Number P13000069207, and hereby adopts these Amended and Restated Articles of Incorporation.
2. As of the date of these Amended and Restated Articles of Incorporation, no shares of stock of the Corporation have been issued.
3. The Articles of Incorporation of this Corporation are hereby amended and restated to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be: TALENT NATION USA, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is: 2001 Biscayne Blvd., Suite 3511, Miami, Florida 33137.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to conduct any and all business as may be properly conducted in accordance with the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is one million (1,000,000) shares which are to be of one class designated as "Common Stock," having a par value of \$0.001 per share.

ARTICLE V. REGISTERED AGENT

The name and address of the registered agent of the Corporation are: NRAI Services, Inc., 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V
INCORPORATOR

The name of the Corporation's Incorporator is Milos Klimovic; the address of the Incorporator is 2001 Biscayne Blvd., Suite 3511, Miami, Florida 33137.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by the Written Consent of the Sole Incorporator of the Corporation and without shareholder action, as shareholder action was not required.

Date: September 24, 2014

Milos Klimovic
Milos Klimovic, Sole Incorporator
Address: 2001 Biscayne Blvd., Suite 3511
Miami, Florida 33137

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Talent Nation USA, Inc. and to accept service of process for the Corporation at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and agree 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 it is familiar with and accepts the obligations of its position as Registered Agent this 20th day of September, 2014.

NRAI SERVICES, INC.

By: Michele Holden
Name: Michele Holden
Title: Assistant Secretary