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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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TALLAHASSEE, FLORIDA

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

**FILED
2014 JAN 10 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned incorporator, hereby make, acknowledge and file these Amended and Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation filed on December 27, 2013. The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

ARTICLE I

NAME

The name of this Corporation shall be:

VAPORIN FLORIDA, INC.

ARTICLE II

ADDRESS

The mailing and principal address of the Corporation is:

4400 Biscayne Blvd., Suite 850
Miami, FL 33137

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

4400 Biscayne Blvd., Suite 850
Miami, FL 33137

The name of the initial registered agent of this Corporation at that address shall be:

Michael Brauser

ARTICLE IV
AUTHORIZED SHARES

The Company shall have the authority to issue:

(a) 100,000,000 shares of common stock, par value \$0.001 per share ("Common Stock"); and

(b) 5,000,000 shares of preferred stock, having a par value of \$0.001 per share, which may be issued from time to time in one or more series. The number of shares, the stated value and dividend rate, if any, of each such series and the preferences and relative, participating and special rights and the qualifications, limitations or restrictions will be fixed in the case of each series by Resolution of the Board of Directors at the time of issuance subject in all cases to the laws of the State of Florida applicable thereto and determined in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act.

Of the 5,000,000 shares of preferred stock, 1,000,000 shares shall be designated Series A Preferred Stock as provided below.

(c) **Series A Preferred Stock**

1. **Designation: Ranking.** A series of preferred stock is hereby designated as Series A Preferred Stock (the "Series A").

2. **Number.** The number of shares constituting Series A is fixed at 1,000,000 shares, par value \$0.001 per share, and such amount may not be increased or decreased except with the consent of the holders of at least a majority of the issued and outstanding Series A.

3. **Voting.**

(a) **General.** Subject to the other provisions of these Amended and Restated Articles, each holder of Series A shall have full voting rights and powers, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series A and the holders of Common Stock shall vote together and not as separate classes.

(b) **Number of Votes.** Each holder of shares of Series A shall be entitled to one vote per share of such holder's Series A at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, the date such vote is taken or any written consent of shareholders is solicited.

(c) Negative Covenant. At any time when shares of Series A are outstanding, in addition to any other vote required by law or these Amended and Restated Articles, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, the Company shall not, either directly or by amendment, merger, consolidation or otherwise, change the rights or preferences of the Series A, increase the authorized number of shares of Series A, or create a class or series of capital stock with voting rights of more than one vote per share.

4. Liquidation Preference.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary (a "Liquidation Event"), the holders of the Series A shall be entitled at their option to receive, prior and in preference to any distribution of any of the assets of the Company to the other holders of capital stock by reason of their ownership thereof, an amount equal to \$487,500 (the "Applicable Liquidation Amount"). If the Series A is held by more than one shareholder, the Applicable Liquidation Amount shall be paid on a per share basis, rounded to the nearest one/hundredths of a cent. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series A in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Remaining Assets. Upon the completion of the distribution required by Section 4(a) above, if assets remain in the Company, all of the remaining assets of the Company shall be distributed among the holders of the outstanding capital stock (excluding Series A) pro rata based on the number of shares of then held by them (excluding Series A) unless otherwise provided by one or more additional Articles of Amendment filed by the Company with the Florida Secretary of State.

(c) Certain Acquisitions.

(i) Deemed Liquidation. For purposes of this Section 4 a liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, shall be deemed to occur if the Company shall either (1) sell, lease, convey, or otherwise dispose of all or substantially all of its assets or (2) (A) merge with or into or consolidate with any other company, limited liability company or other entity (other than a wholly-owned subsidiary of the Company) or (B) effect any transaction or series of related transactions in which the shareholders of the Company immediately prior to such transaction or series of related transactions, own in the case of either clauses (A) or (B) less than 50% of the Company's voting power (or the voting power of the surviving entity in such transaction or series of related transactions) immediately after such transaction or series of related transactions (any such transaction, a "Liquidation Transaction"), provided that none of the following shall be considered a Liquidation Transaction: (i) a merger effected exclusively for the purpose of changing the domicile of the Company or (ii) an equity financing in which the

Company is the surviving Company.

(ii) Valuation of Consideration. In the event of a deemed liquidation as described in Section 4(c)(i) above, if the consideration received by the Company is other than cash, its value will be deemed its Fair Market Value defined as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(1) If traded on a national securities exchange, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 10 trading day period ending five trading days prior to the deemed liquidation;

(2) If actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the 10 trading day period ending five trading days prior to the deemed liquidation; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as specified above in Section 4(c)(ii)(A) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

For purposes of this Section 4(c)(ii), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the NYSE MKT or The Nasdaq Stock Market, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

(iii) Notice of Liquidation Transaction. The Company shall give each holder of record of Series A written notice of any impending Liquidation Transaction not less than 10 days prior to the shareholders' meeting called to approve such

Liquidation Transaction (or written consent in lieu of a meeting), or 10 days prior to the closing of such Liquidation Transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Transaction. The first of such notices shall describe the material terms and conditions of the impending Liquidation Transaction and the provisions of this Section 4, and the Company shall thereafter give such holders prompt notice of any material changes an ("Amended Notice"). Unless such notice requirements are waived, the Liquidation Transaction shall not take place sooner than 10 days after the Company has given the first notice provided for herein or sooner than 10 days after the Company has given any Amended Notice. Notwithstanding the other provisions of this Certificate of Designation, all notice periods or requirements in this Certificate of Designation may be shortened or waived, either before or after the action for which notice is required, upon the written consent of the holders of a majority of the voting power of the outstanding shares of Series A that are entitled to such notice rights. Within five days of the giving of notice of a proposed Liquidation Transaction, or an Amended Notice, each holder of Series A may give notice to the Company that he elects to receive the applicable liquidation amount or convert into Common Stock, which conversion shall be deemed to have occurred as of the record date of shareholders, or if no record date, one day prior to the Liquidation Event.

(iv) Effect of Noncompliance. In the event the requirements of this Section 4(c) are not complied with, the Company shall forthwith either cause the closing of the Liquidation Transaction to be postponed until the requirements of this Section 4 have been complied with, or cancel such Liquidation Transaction, in which event the rights, preferences, privileges and restrictions of the holders of Series A shall revert to and be the same as such rights, preferences, privileges and restrictions existing immediately prior to the date of the first notice referred to in Section 4(c)(iii).

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Amended and Restated Articles of Incorporation are as follows:

Jan. 10, 2014 4:39PM NASON YEAGER GERSON WHITE & LIOC

No. 7910 P. 7

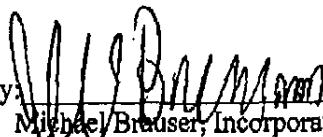
Name

Street Address

Michael Brauser

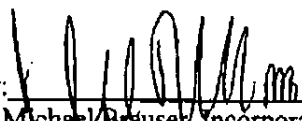
4400 Biscayne Blvd., Suite 850
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes
aforesaid, this 10th day of January, 2014.


By: 
Michael Brauser, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 0501(3), Chapter 607, Florida Statutes, VAPORIN FLORIDA, INC., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 4400 Biscayne Blvd., Suite 850, Miami, Florida 33137, has named Michael Brauser, located thereat as its registered agent to accept service of process within this State.

By: 
Michael Brauser, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Michael Brauser, Registered Agent