

P14000016365

Jul 27, 2016 2:57 PM Barnett Bolt  
Division of Corporations

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Florida Department of State  
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Account Number : 072731001155  
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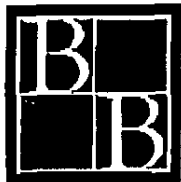
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No. 9594 P. 1



**BARNETT BOLT**

**KIRKWOOD LONG KOCHÉ**

Attorneys at Law

601 Bayshore Boulevard

Suite 700

Tampa, Florida 33606

Telephone: (813) 253-2020

Fax: (813) 251-6711

Attn: Diane

**FACSIMILE COVER LETTER**

2nd submission - Please use original filing date of 6/12/16

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FROM: Judy Welch	DATE: 7/27/2016
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MEMO: Diane, we just spoke on the phone regarding this filing. For some reason it does not seem to have been processed although I have a verification of fax receipt. Please use the initial filing date of June 12, 2016. Do not hesitate to contact me if you have any questions. Thank you for your help.

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P163

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ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE ARTICLES OF INCORPORATION OF  
BENEFIT REFLECTION, INC.

BENEFIT REFLECTION, INC., a Florida corporation (the "Corporation"), hereby delivers these Articles of Amendment and Restatement in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of amending and restating its Articles of Incorporation.

1. The name of the Corporation is: Benefit Reflection, Inc.
2. The document number of the Corporation is: P14000016365.
3. The Articles of Incorporation, as amended and restated, are set forth on Exhibit A attached hereto (the "Amended and Restated Articles").
4. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
5. The amendments to, and restatement of, the Articles of Incorporation included in the Amended and Restated Articles, were adopted by the Board of Directors and approved by the shareholders pursuant to a Joint Action by Written Consent of the Sole Shareholder and Sole Director executed on NOVEMBER 24, 2015, as permitted by Sections 607.0704, 607.0821 and 607.1003 of the Act.
6. The sole voting group entitled to vote on the amendments consists of the holders of the Corporation's voting common stock, and the number of votes cast for the amendments by that voting group was sufficient for approval of the amendments.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement this 24th day of NOVEMBER 2015.

BENEFIT REFLECTION, INC.

By:

Name: Susanne K. Gill

Title: President

Date: 11-24-15

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FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
BENEFIT REFLECTION, INC.

ARTICLE I  
NAME

The name of this corporation is BENEFIT REFLECTION, INC. (the "Corporation").

ARTICLE II  
PRINCIPAL ADDRESS; MAILING ADDRESS

The street address of the principal office of the Corporation, and the mailing address of the Corporation, is 3706 Palma Ceia Court, Tampa, Florida 33629.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3706 Palma Ceia Court, Tampa, Florida 33629, and the name of the registered agent at that address is Susanne K. Gill.

ARTICLE IV  
CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 3,000,000 shares of stock, \$0.00 par value per share ("Stock"), of which 2,000,000 shall be voting stock ("Voting Stock") and 1,000,000 shall be non-voting stock ("Non-Voting Stock"). The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. General. The Corporation shall have two classes of Stock, Voting Stock and Non-Voting Stock. Except as set forth below with respect to voting rights, the Voting Stock and Non-Voting Stock shall have identical rights.
2. Voting. The holders of the Voting Stock are entitled to one vote for each share of Stock held at all meetings of shareholders (and written actions in lieu of meetings). The holders of Non-Voting Stock shall not be entitled to vote on any matter except as required by law.

ARTICLE V  
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of Sections 607.0831 and 607.0850 of the Florida Business Corporation Act, as amended and supplemented from time to time, indemnify directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise,

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both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. No amendment, modification or repeal of this Article V shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

**ARTICLE VI**  
**INCORPORATOR**

The name and mailing address of the incorporator of the Corporation are: Susanne K. Gill, 3706 Palma Ceia Court, Tampa, Florida 33629.

**ARTICLE VII**  
**OFFICERS**


The initial officer of the Corporation is:

Susanne K. Gill  
Title: President, Secretary, Treasurer  
3706 Palma Ceia Court  
Tampa, Florida 33629.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 24TH day of NOVEMBER 2015.

BENEFIT REFLECTION, INC.

By:   
Name: Susanne K. Gill  
Title: President  
Date: 11-24-15