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INLIST, INC.**

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the original Articles of Incorporation of the above-referenced Corporation filed on August 8, 2014 with the Florida Department of State (the "*Original Articles*") are hereby amended and restated according to the following Amended and Restated Articles of Incorporation (the "*Amended Articles*"):

**ARTICLE I
Name and Address**

The name of this Corporation is InList, Inc. The mailing and street address of this Corporation is 1691 Michigan Avenue, Suite 435, Miami Beach, FL 33139.

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence, commencing upon the date of filing of the Original Articles with the Florida Department of State.

**ARTICLE III
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Authorized Capital**

The total number of shares which this Corporation is authorized to issue is 100,000,000, consisting of three classes of shares of Common Stock, having a par value of \$0.01 per share, to be designated, respectively, "*Class A Shares*," "*Class B Shares*" and "*Class C Shares*". The voting powers and relative rights of the Class A Shares, Class B Shares and Class C Shares (collectively, the "*Shares*") are as follows:

- A. *Class A Shares*. Each holder of Class A Shares shall be entitled to one (1) vote per Class A Share held as of the applicable record date on any matter that is submitted to a vote of the shareholders of this Corporation (including, without limitation, any matter voted on at a shareholders' meeting). Class A Shares cannot be diluted. The total number of Class A Shares that this Corporation shall have the authority to issue is 55,000,000, and the Class A Shares shall at all times constitute no less than 55% of the total issued and outstanding stock of the Corporation.

- B. **Class B Shares:** Class B Shares shall not have voting rights and can be freely diluted. The total number of Class B Shares that this Corporation shall have the authority to issue is 30,000,000, and the Class B Shares shall constitute up to 30% of the total issued and outstanding stock of the Corporation.
- C. **Class C Shares:** Class C Shares shall not have voting rights and can be freely diluted. The total number of Class C Shares that this Corporation shall have the authority to issue is 15,000,000, and the Class C Shares shall constitute up to 15% of the total issued and outstanding stock of the Corporation.
- D. **Dividends:** Subject to Paragraphs A-C of this Article IV, as and when dividends are declared or paid on the Shares, whether in cash, property or securities of the Corporation, the holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to participate in such dividends ratably on a per share and per class basis.
- E. **Liquidation:** Subject to Paragraphs A-C of this Article IV, the holders of Class A Shares, Class B Shares and Class C Shares shall be entitled to participate ratably on a per share basis in all distributions to holders of Shares in any liquidation, dissolution or winding up of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Homer Bonner Jacobs P.A., 1200 Four Seasons Tower, 1441 Brickell Avenue, Miami, FL 33131 and the name of its initial registered agent at such address is Peter W. Homer, Esq.

ARTICLE VI

Board of Directors

This Corporation shall have four directors. The number of directors may be either increased or diminished from time to time pursuant to the Shareholder Agreement of the Corporation, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Name
Gideon Kimbrell

Address
1691 Michigan Avenue
Suite 435
Miami Beach, FL 33139

Michael Capponi

1691 Michigan Avenue
Suite 435
Miami Beach, FL 33139

Oleg Firer

**3363 NE 163rd Street
Suite 707
North Miami Beach, FL 33160**

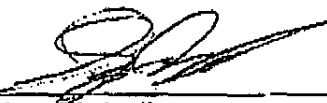
Roman Vakhramov

**3363 NE 163rd Street
Suite 707
North Miami Beach, FL 33160**

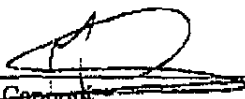
**ARTICLE VII
Shareholder Adoption**

These Amended Articles have been duly adopted by the shareholders of the Corporation. The number of votes cast for the amendment by the Shareholders of the Corporation constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned officers have executed these Amended and Restated Articles of Incorporation, effective this 11th day of November, 2014.



Gideon Kimbrell
Chief Executive Officer



Michael Capponi
President