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Division of Corporations

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

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEW PERSPECTIVES, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of NEW PERSPECTIVES, INC. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 4, 2015, Document No. P15000012177 (the "Original Articles").

SECOND: These Amended and Restated Articles of Incorporation (these "Articles"), which supersede the Original Articles and all amendments to them, were adopted by unanimous consent of the board of directors of the Corporation and its shareholders effective as of January 1, 2019.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the Original Articles and all amendments to them.

ARTICLE I

Name

The name of this corporation shall be NEW PERSPECTIVES, INC.

ARTICLE II

Principal Office and Mailing Address

The principal place of business and mailing address of this Corporation shall be:

1548 LANCASTER TERRACE
JACKSONVILLE, FL 32250

ARTICLE III

Capital Stock

3.1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand and One (10,001) shares, of which:

(a) Ten Thousand (10,000) shares shall be designated Class A Common Stock, \$0.001 par value per share (the "Class A Common Stock"). Each issued and outstanding share of Class A Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders; and

(b) One (1) share shall be designated Series A Preferred Stock, \$0.001 par value per share (the "Series A Preferred"). Except as explicitly set forth in Article IX, the Series A Preferred shall be non-voting.

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3.2. Rank. The Series A Preferred Stock shall rank senior and prior to the Class A Common Stock of this Corporation solely as set forth below.

3.3. Preferential Payments to Holders of Series A Preferred Stock. In the event of a Deemed Liquidation Event (defined below), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of any Class A Common Stock by reason of their ownership thereof, a one-time payment in the amount of \$100,000.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock.

3.4. Distributions to Class A Common Shareholders. Distributions from the Corporation shall be made among the holders of the shares of Class A Common Stock, pro rata, based on the number of shares of Class A Common Stock held by each such holder (subject to any required distributions to the holders of Series A Preferred Stock in the event of a Deemed Liquidation Event as otherwise set forth herein).

3.5. Deemed Liquidation Events.

(a) Definition. Each of the following events shall be considered a "Deemed Liquidation Event:"

(1) the sale, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation (except where such sale is to a wholly owned subsidiary of the Corporation) if the gross proceeds from such sale is at least Five Million Dollars (\$5,000,000.00);

(2) the sale, in a single transaction or series of related transactions, by the Shareholders of a majority of the then issued and outstanding Class A Common Stock if the pre-money valuation ascribed to the Corporation is at least Five Million Dollars (\$5,000,000.00).

(3) a merger, consolidation, or share exchange in which the Corporation is a constituent party if the pre-money valuation ascribed to the Corporation is at least Five Million Dollars (\$5,000,000.00);

(4) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to a merger, consolidation, or share exchange if the pre-money valuation ascribed to the Corporation and subsidiary in the relevant transaction is at least Five Million Dollars (\$5,000,000.00), except (A) any such merger, consolidation, or share exchange effected exclusively to change the domicile of the Corporation, or (B) any such merger, consolidation, or share exchange involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger, consolidation, or share exchange continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger, consolidation, or share exchange, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation, or (2) if the surviving or resulting corporation is a wholly

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owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(5) Any other transaction or reorganization that the Board of Directors determines to be a Deemed Liquidation Event.

(6) For the sake of clarity, the Corporation and its Shareholders may enter into any transaction that would not constitute a Deemed Liquidation Event, if otherwise permitted by law. In other words, the provisions of this Section 3.5 shall not create any obligation for the Corporation and its Shareholders to only enter into transactions that would constitute Deemed Liquidation Events. For example, nothing in this Article III would prevent the Corporation from selling all of its assets for an amount less than Five Million Dollars (\$5,000,000.00), if such a transaction was determined to be in the best interests of the Corporation and its Shareholders.

(b) Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect a Deemed Liquidation Event unless the agreement or plan of merger or consolidation or asset purchase agreement for such transaction provides that the consideration payable to the shareholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 3.3 and 3.4.

(c) Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, other disposition or redemption shall be the cash or value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, as described in the relevant transaction document.

3.6. Notice of Record Date. In the event of any capital reorganization of the Corporation, any reclassification of the Class A Common Stock of the Corporation, or any liquidation event (including a Deemed Liquidation Event), then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred a notice specifying, as the case may be, (i) the effective date on which such reorganization, reclassification, consolidation, merger, asset sale or transfer is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Class A Common Stock (or such other capital stock or securities at the time issuable upon the conversion into Class A Common Stock) shall be entitled to exchange their shares of Class A Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, asset sale or transfer, and the amount per share and character of such exchange applicable to the Series A Preferred and the Class A Common Stock. Such notice shall be sent at least thirty (30) days prior to the record date or effective date for the event specified in such notice.

3.7. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

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ARTICLE IV
Registered Agent and Address

The name and street address of the registered agent of this corporation are:

ROBERT H. TRUDEAU
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

ARTICLE V
Duration

The term of existence of the Corporation is perpetual.

ARTICLE VI
Purposes

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII
Directors

7.1. Number of Directors. This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time, but shall never be less than one.

7.2. Identity Directors. The name and street address of the directors of the corporation are:

VICKI MORGAN
101 MOUNTAINWOOD DRIVE
HUNTSVILLE, ALABAMA 35801

SARAH MURCHISON
3802 VALLEY DRIVE
MIDLAND, MICHIGAN 48640

JENNIFER A. FILBEY
2977 PRINCESS AMELIA CT.
FERNANDINA BEACH, FL 32034

7.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

7.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to

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fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

7.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

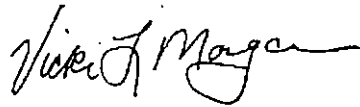
The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation; provided the Corporation shall not amend these Articles so as to amend, alter or repeal the powers, preferences or special rights of the Series A Preferred shares in a manner that affects the voting, preference or priority of such shares, without also having the written consent or affirmative vote of the holders of a majority of the then outstanding shares of Series A Preferred, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

The President affirms the facts stated in this document are true as of the 1st day of January, 2019.



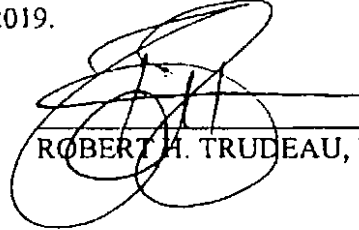
Vicki Morgan, President

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Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED effective the 1st day of January, 2019.



ROBERT H. TRUDEAU, Registered Agent**H18000351570 3**