

P150000014305

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Special Instructions to Filing Officer:

8/7/15
Dear Hutchinson
Advised to File
Amended & Restated
Articles

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DIVISION OF CORPORATION
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I ALBRITTON

Amended
Restated

NEAL HUTCHINSON
LAW • FINANCE
POST OFFICE BOX 51494
JACKSONVILLE BEACH, FLORIDA 32240
904.307.9627

August 3, 2015

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The USA Exchange, Inc.
Document No. P15000014305
Articles of Restatement

Dear Madam or Sir:

Amended & Restated Articles

Enclosed herewith for filing are ~~Articles of Restatement~~ for The USA Exchange, Inc., a Florida corporation, and a check for \$35.00 for the filing fee. If you have any questions about this filing, please call the undersigned.

Thank you for your cooperation.

Very truly yours,

Neal Hutch

Neal Hutchinson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 AUG -5 AM 10:41

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE USA EXCHANGE, INC.

The USA Exchange, Inc., a Florida corporation (the "Corporation"), hereby files these Amended and Restated Articles of Incorporation under the laws of Florida, in order for its Articles of Incorporation to provide in their entirety as follows:

ARTICLE I

Name and Address

The name of the Corporation is "The USA Exchange, Inc." The street address of the principal office of the Corporation is 2033 Main Street, Suite 505, Sarasota, FL 34237.

ARTICLE II

Capital Stock

The aggregate number of shares of capital stock which the Corporation has authority to issue is 150,000,000 shares, which shall consist of 100,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 50,000,000 shares of preferred stock, \$0.001 par value per share ("Preferred Stock"). No shareholder of any capital stock of this Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

A. *Common Stock* Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for each share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

B. *Preferred Stock* The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The designation and name of such series and the number of shares that shall constitute such series.
2. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;
3. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;
4. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;

5. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provisions and the extent to which the charges thereof are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;

6. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and the extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the corporation on shares of any other series or on the Common Stock;

7. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of Common Stock;

8. The extent of the voting powers, if any, of the shares of such series;

9. The stated value, if any, for the shares of each series, the consideration for which shares of such series may be issued and the amount of such consideration that shall be credited to the capital account; and

10. Any other preference and relative, participating, optional, or other special rights, qualifications, limitations, or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

ARTICLE III

Incorporator

The name and address of the incorporator of the Corporation are Andy Badolato, 2033 Main Street, Suite 505, Sarasota, FL 34237.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation shall be 2033 Main Street, Suite 505, Sarasota, FL 34237. The name of the initial registered agent of the Corporation at that address shall be Andy Badolato.

ARTICLE V

Initial Directors

The names and addresses of the initial members of the Board of Directors of the Corporation are Andy Badolato, 2033 Main Street, Suite 505, Sarasota, FL 34237, and John R. Doran, 2033 Main Street, Suite 505, Sarasota, FL 34237.

ARTICLE VI

Effective Date

These Amended and Restated Articles of Incorporation of the Corporation shall be effective as of March 1, 2015.

THE USA EXCHANGE, INC.

The USA Exchange, Inc., a Florida corporation (the "Corporation"), hereby files these Articles of Restatement under the laws of Florida, regarding the Articles of Incorporation of the Corporation.

ARTICLE I

Name

The name of the Corporation is "The USA Exchange, Inc."

ARTICLE II

Amendment Adopted

The amendment adopted (the "Amendment") is that the Articles of Incorporation of the Corporation shall provide as attached hereto.

ARTICLE III

Date of Adoption: No Shareholder Action


The Amendment was adopted by the incorporator of the Corporation as of March 1, 2015 before the Corporation issued any shares. Shareholder action on the Amendment was not required by applicable law.

ARTICLE VI

Effective Date

These Articles of Restatement were adopted as of March 1, 2015.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of March 1, 2015.


Andy Badblato
Incorporator