

(FAX) P.007/012
Page 1 of 2

P15000014305

**Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE USA EXCHANGE, INC.**

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P.002/012

Division of Corporations

Page 2 of 2

Electronic Filing
Menu

Corporate Filing Menu

Help

H15000251213 3

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

(Document Number P15000014305)

The USA Exchange, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Second Amended and Restated Articles of Incorporation (the "Restated Articles") which accurately restate and integrate the Articles of Incorporation filed on February 12, 2015, the Amended and Restated Articles of Incorporation filed on August 5, 2015 and all amendments thereto.

II. The Restated Articles also serve as articles of amendment of the for the designation of Series A Preferred Stock and Series B Preferred Stock set forth in Article V.D.

III. The Restated Articles, including all amendments contained herein, were duly approved and adopted by written consent of the Corporation's Board of Directors and shareholders. *on Oct 20, 2015*.

IV. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I
NAME**

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

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 2033 Main Street, Suite 505, Sarasota, Florida, 34237. The name of the registered agent is Andy Badalato.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office and mailing address of Corporation is 2033 Main Street, Suite 505, Sarasota, Florida, 34237.

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ARTICLE IV
CORPORATE PURPOSES AND POWERS

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida. In furtherance of its corporation purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE V
CAPITAL STOCK

A. **Authorized Shares.** The total number of shares of capital stock of all classes that the Corporation has the authority to issue is One Hundred Fifty Million (150,000,000) shares, of which (i) One Hundred Million (100,000,000) shares, without par value, shall be a class designated as "Common Stock"; and (ii) Fifty Million (50,000,000) shares, without par value, shall be designated as "Preferred Stock".

B. **Common Stock.** The designations, voting powers, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

1. **Dividend Rights.** The holders of the Common Stock are entitled to receive, to the extent permitted by law and subject to the dividend rights as may be provided to any class or series of Preferred Stock, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation Rights.** The liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

3. **Voting Rights.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

C. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors in one or more series. The Board of Directors is hereby expressly authorized to provide for the issuance of all or any of the remaining authorized shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, powers, preferences, voting power, and relative, participating, optional, or other special rights and privileges, and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares, insofar as they are not inconsistent with the provisions of these Restated Articles, and to the full extent permitted in accordance with the laws of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease the number of authorized shares of any series subsequent to the issuance of shares of that series, but

H15000251213 3

not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of authorized shares of such series.

D. Designation of Series A Preferred Stock and Series B Preferred Stock. A series of Preferred Stock is hereby designated and known as "Series A Preferred Stock" consisting of One Million One Hundred Sixty Six Thousand Eight Hundred (1,166,800) shares, no par value per share and a series of Preferred Stock is hereby designated and known as "Series B Preferred Stock" consisting of Five Million (5,000,000) shares, no par value per share. The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series A Preferred Stock and the Series B Preferred Stock shall be as follows:

1. Voting Rights; No Redemption.

(a) The holders of Series A Preferred Stock and Series B Preferred Stock are entitled to one vote for each share of Series A Preferred Stock and Series B Preferred Stock held at all meetings of shareholders (and written actions in lieu of meetings).

(b) The shares of Series A Preferred Stock and Series B Preferred Stock shall not be redeemable by the Corporation.

2. Dividend Rights. Each issued and outstanding share of Series A Preferred Stock and Series B Preferred Stock shall entitle the holder of record thereof to receive dividends thereon when and if dividends are declared by the Board of Directors. No dividends or other distributions shall be declared or paid on any Common Stock unless a dividend or distribution is declared and paid with respect to all outstanding shares of Series A Preferred Stock and Series B Preferred Stock at the same time as such dividends or distributions are paid on the Common Stock in an amount for each such share of Series A Preferred Stock and Series B Preferred Stock equal to the amount of such dividends or distributions that would be payable on such number of shares of Common Stock into which such shares of Series A Preferred Stock and Series B Preferred Stock are convertible on the record date fixed for such dividends or distributions.

3. Preferences on Liquidation, Dissolution, etc.

(a) Liquidation Preference.

(i) The Series B Preferred Stock shall rank senior to the Series A Preferred Stock and Common Stock. Upon any dissolution, liquidation, or winding up of the Corporation including a Deemed Liquidation, whether voluntary or involuntary, after payment of all amounts owing to holders of any capital stock ranking senior to the Series B Preferred Stock if any, the holders of outstanding shares of Series B Preferred Stock, will be entitled to receive, out of the assets of the Corporation remaining after all of the Corporation's debts and liabilities have been paid or otherwise provided for, but before any payments have been made to the holders of Common Stock, the Series A Preferred Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Series B Preferred Stock, an amount

H15000251213 3

equal to two times the Series B Original Purchase Price for each share of Series B Preferred Stock then held by them (the "Series B Liquidation Preference"). If upon any such dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation available to be distributed as aforesaid among the holders of the Series B Preferred Stock shall be insufficient to permit the payment in full to them of the Series B Liquidation Preference, then the entire assets of the Corporation so to be distributed shall be distributed ratably based upon the Series B Liquidation Preference among such holders of the Series B Preferred Stock. After payment has been made in full to the holders of Series B Preferred Stock of their Series B Liquidation Preference, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock after giving effect to the Series A Liquidation Preference below. Notwithstanding the foregoing, if the amount of the Series B Liquidation Preference is less than the amount that would be received if the Series B Preferred Stock was converted into Common Stock, the Series B Preferred Stock shall be deemed to have been automatically converted into Common Stock on a one for one basis. For purposes of this section "Series B Original Purchase Price" means \$.50 per share.

(ii) Upon any dissolution, liquidation, or winding up of the Corporation including a Deemed Liquidation, whether voluntary or involuntary, after payment of all amounts owing to holders of any capital stock ranking senior to the Series A Preferred Stock including the Series B Preferred Stock, the holders of outstanding shares of Series A Preferred Stock will be entitled to receive, out of the assets of the Corporation remaining after all of the Corporation's debts and liabilities have been paid or otherwise provided for, but before any payments have been made to the holders of Common Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Series A Preferred Stock, an amount equal to the Series A Original Purchase Price for each share of Series A Preferred Stock then held by them (the "Series A Liquidation Preference"). If upon any such dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation available to be distributed as aforesaid among the holders of the Series A Preferred Stock shall be insufficient to permit the payment in full to them of the Series A Liquidation Preference, then the entire assets of the Corporation so to be distributed shall be distributed ratably based upon the Series A Liquidation Preference among such holders of the Series A Preferred Stock. After payment has been made in full to the holders of Series A Preferred Stock of their Series A Liquidation Preference, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock. Notwithstanding the foregoing, if the amount of the Series A Liquidation Preference is less than the amount that would be received if the Series A Preferred Stock was converted into Common Stock, the Series A Preferred Stock shall be deemed to have been automatically converted into Common Stock on a one for one basis. For purposes of this section "Series A Original Purchase Price" means \$.50 per share.

(b) Assets other than Cash. If assets other than cash are to be distributed to any holders of Series A Preferred Stock, Series B Preferred Stock or Common Stock pursuant to Article V.D.3(a) hereof, the amount received by such holders upon receipt of those assets shall be deemed to be the fair market value of such assets as determined in good faith by the Board of Directors of the Corporation in accordance with sound financial practice.

H15000251213 3

(c) Deemed Liquidations. A consolidation, merger or reorganization of the Corporation with or into any other corporation or corporations in which the shareholders of the Corporation shall own less than fifty percent (50%) (calculated on an as converted basis, fully diluted) of the voting securities of the surviving corporation or any transaction or series of related transactions in which in excess of fifty percent (50%) of the Corporation's voting power is transferred or the sale, transfer or lease of fifty percent (50%) or more of the assets of the Corporation shall be deemed a liquidation, dissolution or winding up within the meaning of this Article V.D.3 (each, a "Deemed Liquidation"). The provisions of this Article V.D.3 shall not apply to any reorganization, merger or consolidation involving (1) only a change in the state of incorporation of the Corporation, (2) a merger of the Corporation with or into a wholly-owned subsidiary of the Corporation which is incorporated in the United States of America, or (3) a merger of the Corporation with or into an entity, substantially all of the outstanding equity securities (or equity-linked securities) of which are owned by then current holders of the Series A Preferred Stock or their affiliates.

4. Conversion Rights. Conversion of the Series A Preferred Stock and Series B Preferred Stock into shares of Common Stock shall be subject to the following provisions:

(a) Optional Conversion. Subject to and in compliance with the provisions of this Article V.D.4, any share of Series A Preferred Stock or Series B Preferred Stock, at the option of the holder, may be converted at any time into fully-paid and non-assessable shares of Common Stock on a one for one basis.

(b) Mechanics of Conversion. Each holder of Series A Preferred Stock or Series B Preferred Stock who wishes to convert the same into shares of Common Stock pursuant to this Article V.D.4 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Series A Preferred Stock or Series B Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series A Preferred Stock or Series B Preferred Stock being converted. Thereupon, the Corporation promptly shall issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series A Preferred Stock or Series B Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date. Upon conversion of only a portion of the number of shares of Series A Preferred Stock or Series B Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock or Series B Preferred Stock representing the unconverted portion of the certificate so surrendered.

(c) Adjustment for Stock Splits and Combinations. If the Corporation, at any time or from time to time after the date that the first share of the Series A Preferred Stock or Series B Preferred Stock is issued (the "Original Issue Date"), shall effect a subdivision of the outstanding Common Stock into a greater number of shares the conversion rate of the Series A

H18000251213 3

Preferred Stock and Series B Preferred Stock shall be decreased proportionally. Conversely, if the Corporation, at any time or from time to time after the Original Issue Date, shall combine the outstanding shares of Common Stock into a smaller number of shares, the conversion rate of the Series A Preferred Stock and Series B Preferred Stock shall be increased proportionately. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(d) Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Series A Preferred Stock or the Series B Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Article V.D.4), in any such event each holder of shares of Series A Preferred Stock and Series B Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such Series A Preferred Stock and Series B Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(e) Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock (other than a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Article V.D.4), as a part of such capital reorganization, provision shall be made so that the holders of Series A Preferred Stock and Series B Preferred Stock thereafter shall be entitled to receive upon conversion of such Series A Preferred Stock or Series B Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Article V.D.4 with respect to the rights of the holders of Series A Preferred Stock and Series B Preferred Stock after the capital reorganization to the end that the provisions of this Article V.D.4 (including the number of shares issuable upon conversion of the Series A Preferred Stock and Series B Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(f) Automatic Conversion.

(A) Each share of Series A Preferred Stock and Series B Preferred Stock automatically shall be converted into fully paid and non-assessable shares of Common Stock, (A) upon the vote or written consent of the holders of at least sixty-six and two-thirds percent (66.66%) of the then outstanding shares of Series A Preferred Stock and Series B Preferred Stock, respectively or (B) immediately upon the closing of a public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation (a "Qualified Offering").

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(B) Upon the occurrence of an event specified in paragraph (A) above, the outstanding shares of Series A Preferred Stock and Series B Preferred Stock, as the case may be, shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however*, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock and Series B Preferred Stock either are delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series A Preferred Stock or Series B Preferred Stock, the holders of Series A Preferred Stock or Series B Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Series A Preferred Stock or Series B Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which such shares of Series A Preferred Stock or Series B Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

(g) Fractional Shares. No fractional share of Common Stock shall be issued upon conversion of Series A Preferred Stock or Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock or Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation, in lieu of issuing any fractional share, shall round the number of shares to be issued up to the nearest whole number of shares.

(h) Reservation of Stock Issuable Upon Conversion. The Corporation at all times shall reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock and Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock and Series B Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock and Series B Preferred Stock, the Corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(i) Notices. Any notice required by the provisions of this Article V.D.4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, having specified next day of delivery,

H16000251213 3

with written verification of receipt. All notices to holders shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

(i) Payment of Taxes. The Corporation shall not be responsible for any taxes imposed by the State of Florida (or any other jurisdiction in which the Corporation is then located or conducting business) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of any shares of Series A Preferred Stock and Series B Preferred Stock.

ARTICLE V **Board of Directors**

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. The number of members of the board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

3. If any vacancy occurs on the Board of Directors during a term, the remaining directors, by affirmative vote of a majority there, may elect a director to fill the vacancy until the next meeting of shareholders.

ARTICLE VI **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles or in the By-Laws of the Corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation, provided, however, that the Corporation shall not change the preferences, rights or limitations of the Series B Preferred Stock in any manner which would materially alter or change the powers, preferences or special rights of the Class B Preferred Stock so as to affect them adversely in any manner without the written consent or affirmative vote of the holders of a majority of the then outstanding shares of Series B Preferred Stock voting separately as a class.

28

H15000251213 3

ARTICLE VII
Liability for Monetary Damages.

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision, act or failure to act, regarding corporate management or policy, by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omission of such director occurring prior to such amendment.

ARTICLE VIII
Indemnification.

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
Affiliated Transactions and Control Share Acquisitions.

The Corporation shall not be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act.

ARTICLE X
No Preemptive Rights

The shareholders of the Corporation shall not have any preemptive rights.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles this 20 day of October, 2015.

THE USA EXCHANGE, INC.

Name: Andy Badalato
Andy Badalato, President