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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BACKPACKS.COM, INC.
(Document Number P15000023099)**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Backpacks.com, Inc. (the "Corporation") adopts the following amendment to its Articles of Incorporation:

FIRST: Article IV of the Corporation's Articles of Incorporation, relating to the number of shares of authorized stock of the Corporation, is hereby amended in its entirety to read as follows:

"ARTICLE IV. SHARES

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 2,000 shares of common stock, without par value, consisting of 1,000 shares of Class A Common Stock and 1,000 shares of Class B Common Stock. The Class A Common Stock and the Class B Common Stock shall share and share alike in all respects, except that each holder of Class A Common Stock shall be entitled to one vote per on all matters voted upon by the stockholders of the Corporation, and the holders of Class B Common Stock shall not be entitled to vote on matters voted upon by the stockholders of the Corporation, unless otherwise required by law."

SECOND: This amendment to the Articles of Incorporation of the Corporation was adopted on March 31, 2015.

THIRD: This amendment to the Articles of Incorporation of the Corporation was adopted by the Board of Directors of the Corporation without shareholder action, and shareholder action was not required.

Dated: March 31, 2015

BACKPACKS.COM, INC.

By: 

John Pulichino, Pres.