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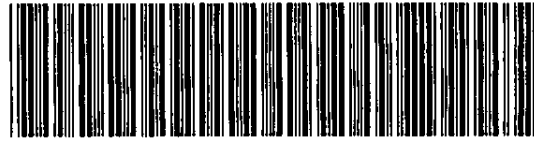
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 FEB 17 AM 9:48

FILED

Amended
Restarted
CC

FEB 21 2017
I ALBRITTON

February 5, 2017

Via Priority Mail

Department of State
Division of Corporations
Clifton Building
Registration Section
2661 Executive Center Cir.
Tallahassee, FL 32301

RE: Amended and Restated Articles of Incorporation of Spincast, Inc. (the "Company")

Dear Sir/Madam,

Enclosed please find for filing in your office an Amended and Restated Articles of Incorporation of the Company along with a check in the amount of \$43.75 payable to the Florida Department of State representing the filing fee and certified copy fee.

Please remit the letter of acknowledgment with the certified copy to the attention of the undersigned at the address provided below.

Please do not hesitate to contact me (407) 592-4365 should you have any questions or comments. Thank you in advance for your assistance.

Respectfully,

A handwritten signature in black ink that reads "Daniel Thompson". The signature is written in a cursive style with a large, stylized 'D' and 'T'.

Daniel Thompson
Secretary

**Spincast, Inc.
PO Box 2591
Goldenrod FL 32733**

Enclosure (1)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPINCAST INC.**

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2017 FEB 17 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 and Section 607.1007 of the Florida Business Corporation Act, Spincast Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby submits the following for the purpose of further amending and restating its Articles of Incorporation, and does hereby certify as follows:

1. The name of the Corporation is Spincast Inc. The Corporation's original Articles of Incorporation were filed on October 5, 2015.

2. Pursuant to Section 607.1003 and Section 607.1007 of the Florida Business Corporation Act, the Board of Directors duly adopted resolutions proposing to further amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to recommend the approval of the amendment and restatement to the shareholders and to solicit the consent of the shareholders therefore.

3. These Amended and Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation as set forth in the text of the Amended and Restated Articles of Incorporation attached hereto as **Exhibit A** and incorporated herein by reference.

4. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring shareholder approval.

5. These Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of the Corporation, as determined pursuant to Section 607.1003 of the Florida Business Corporation Act, and in accordance with Section 607.0704 of such Act, effective as of February 5th, 2017. These Amended and Restated Articles of Incorporation were also approved in accordance with the Articles of Incorporation and Bylaws of the Corporation in effect as of such date.

6. These Amended and Restated Articles of Incorporation will be effective and adopted upon filing.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Spincast Inc. has caused these Amended and Restated Articles of Incorporation to be signed by Daniel Thompson, its President, as of February 5th, 2017.

SPINCAST INC.


By: 
Daniel Thompson, President 2-5-17

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SPINCAST INC.

Spincast Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Act of the State of Florida (the "**Business Corporation Act**"), does hereby adopt, amend and restate its Articles of Incorporation as follows:

ARTICLE I

The name of this corporation is Spincast, Inc. (the "**Corporation**").

ARTICLE II

The address of the registered office of the Corporation in the State of Florida is 10525 Wyndcliff Drive, Orlando, Florida 32817, in the City of Orlando, County of Orange. The name of its registered agent at such address is Daniel Thompson. The address of the principal office of the Corporation is 10525 Wyndcliff Drive, Orlando, Florida 32817. The mailing address of the corporation is PO Box 2591, Goldenrod Florida 32733.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

In furtherance of its corporate 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.

ARTICLE IV

This Corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Corporation has authority to issue is 25,000,000, no par value per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII

The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VIII

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable provisions of the Business Corporation Act or any successor provision, (iv) for any transaction from which such Director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, in the event that the Business Corporation Act is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Business Corporation Act, in the Corporation's Articles of Incorporation, as amended and/or restated from time to time, the Bylaws of the Corporation, as amended from time to time, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the

Corporation (and any other persons to which Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.