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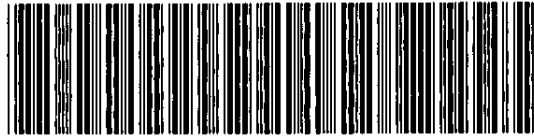
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DATE: 8/18/16

NAME: ECOMMETIZE INC

TYPE OF FILING: AMENDMENT

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECOMMETIZE INC.

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Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the *Business Corporation Act*), the undersigned, Connor Gillivan, being an officer and director of the eCommetize, Inc. (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of Florida on January 15, 2016, document number P16000005125.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the members of the Board of Directors of the Corporation (the "*Board*") and all of its shareholders on August 16, 2016. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I: NAME AND DURATION.

The name of this corporation is eCommetize Inc. (the "*Corporation*"). The duration of the Corporation is perpetual.

ARTICLE II: REGISTERED OFFICE.

Its registered office in the State of Florida is to be located at 1100 Delany Ave, F302, Orlando FL 32806. The registered agent in charge thereof is Connor Gillivan.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS.

The address of the principal office of the Corporation is 1100 Delany Ave, F302, Orlando FL 32806.

ARTICLE IV: PURPOSE.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

ARTICLE V: AUTHORIZED SHARES.

The amount of the total stock of the Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of Common Stock with a par value of \$0.005 per

share. One Million Two Hundred Thousand (1,100,000) of the authorized shares of Common Stock are hereby designated "***Class A Common Stock***" and Three Hundred Thousand (400,000) of the authorized shares of Common Stock are hereby designated "***Class B Common Stock***."

A. The following is a statement of the designations and the powers, privileges and rights and qualifications, limitations or restrictions thereof in respect to each class of Common Stock.

1. **Dividend Rights.** The holders of Common Stock shall be entitled to receive, when and if declared by the Corporation's Board, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board.

2. **Voting Rights.** Except as may be provided in these Amended and Restated Articles of Incorporation or required by law, the Class A Common Stock shall have voting rights in the election of members of the Board and on all other matters presented to the shareholders, with each holder of Class A Common Stock being entitled to one (1) vote for each share of Class A Common Stock held of record by such holder on such matters. The Class B Common Stock shall have no voting rights other than such rights as may be required by the Business Corporation Act.

ARTICLE VI: BYLAW PROVISIONS.

A. **AMENDMENT OF BYLAWS.** Subject to any additional vote required by these Amended and Restated Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

B. **NUMBER OF DIRECTORS.** Subject to any additional vote required by these Amended and Restated Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII: DIRECTOR LIABILITY.

A. **LIMITATION.** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article VII 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 Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. **INDEMNIFICATION.** 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 the Business Corporation Act.

C. MODIFICATION. Any amendment, repeal or modification of the foregoing provisions of this Article VII 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.

* * *

These Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, have been duly adopted by the shareholders. The number of votes cast for these amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Corporation on this 17th day of August, 2016.



By: Connor Gillivan, CEO