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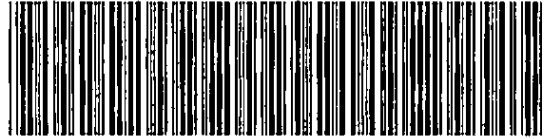
(Business Entity Name)

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: CLS Financial Service, Inc.

DOCUMENT NUMBER: P16000063220

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brent Britton

Name of Contact Person

de la Pena & Holiday, LLP

Firm/ Company

400 N. Tampa Street, Suite 2840

Address

Tampa, FL 33602

City/ State and Zip Code

bcjb@dlphlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brent Britton

Name of Contact Person

at ( 813 ) 452-2001

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CLS FINANCIAL SERVICE, INC.**

It is hereby certified that:

The ARTICLES OF INCORPORATION of CLS Financial Service, Inc. (the "**Company**") shall be amended and restated as follows:

**ARTICLE I. NAME**

The name of the corporation is CLS FINANCIAL SERVICE, INC.

**ARTICLE II. ADDRESS AND REGISTERED AGENT**

The address of the registered office of the Company in the State of Florida is 3106 West Tambay Avenue, Tampa FL 33611, or such other place as the Board of Directors of the Company (the "**Board**") shall from time to time select.

The name and address of the Company's registered agent in the State of Florida until such time as another agent may be duly authorized and appointed by the Board is Christian Stover, 3106 West Tambay Avenue, Tampa FL 33611.

**ARTICLE III. PURPOSE**

The purpose of the Company is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Company Act (as the same may be amended and supplemented from time to time, and including any successor provision thereto, the "**Act**").

**ARTICLE IV. CAPITAL STOCK**

The total number of shares of stock that the Company shall have authority to issue is 100,000, consisting of 75,000 shares of Common Stock, \$0.0001 par value per share (the "**Common Stock**"), 5,000 shares of Series Cofounder Preferred Stock, \$0.0001 par value per share (the "**Cofounder Stock**") and 20,000 shares of Series Seed Preferred Stock, \$0.0001 par value per share (the "**Seed Stock**," and together with the Common Stock and the Cofounder Stock, the "**Stock**").

The rights, privileges, preferences and restrictions of the Stock are as follows:

1. Dividends. The holders of the Stock shall be entitled to receive, on a *pari passu* basis, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors, together with a written memorandum showing the amounts distributed to each holder of Stock together with the calculations used to determine such amounts.

2. Liquidation Rights. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Company, after the repayment of any and all outstanding debts of the Company, the holders of the Seed Stock shall be entitled to receive in preference to the holders of the Cofounder Stock and the Common Stock a per share amount equal to the original purchase price paid by such holder therefor plus any declared but unpaid dividends.

3. Antidilution Rights. In the event of the issuance by the company of any new securities not specified above, the Company shall contemporaneously therewith authorize and issue shares of Seed Stock and Cofounder Stock to the holders thereof in such amounts that provide them with the ownership interest percentage of issued and outstanding securities in the Company on their respective original date of acquisition thereof.

4. Voting. Except as otherwise provided herein or by applicable law, the holders of the Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Company. Each holder of shares of Stock shall be entitled to one (1) vote for each share of Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company.

5. Amendments and Changes. As long as any shares of Seed Stock shall be issued and outstanding, the Company shall not, without first obtaining the approval (by vote or written consent as provided by law) of two thirds (2/3) majority vote of the stockholders holding Seed Stock entitled to vote:

(A) amend, alter or repeal any provision of the Amended and Restated Articles of Incorporation or bylaws of the Company (including pursuant to a merger) if such action would adversely alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Seed Stock;

(B) increase or decrease the authorized number of shares of Seed Stock;

(C) authorize or create (by reclassification, merger or otherwise) or issue or obligate itself to issue any new class or series of equity security (including any security convertible into or exercisable for any equity security) having rights, preferences or privileges with respect to dividends or payments upon liquidation senior to or on a parity with the Seed Stock or having voting rights more favorable than those granted to the Seed Stock generally;

(D) enter into a Liquidation Event (as defined below);

(E) increase the size of the Board of Directors;

(F) declare or pay any dividend or other distribution to the stockholders of the Company; or

(G) amend this Section 4.

For purposes hereof, a “**Liquidation Event**” shall mean any of the following: (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions to which the Company is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of related transactions in which the holders of the voting securities of the Company outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, as a result of shares in the Company held by such holders prior to such transaction or series of related transactions, at least a majority of the total voting power represented by the outstanding voting securities of the Company or such other surviving or resulting entity (or if the Company or such other surviving or resulting entity is a wholly-owned subsidiary immediately following such acquisition, its parent); (ii) a sale, lease or other disposition of all or substantially all of the assets of the Company and its subsidiaries taken as a whole by means of any transaction or series of related transactions, except where such sale, lease or other disposition is to a wholly-owned subsidiary of the Company; or (iii) any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

6. Shareholder Assent to Matters Requiring Supermajority Board Vote. The stockholders agree that for so long as the Company owes any debt or repayment of invested capital to any member of the Board of Directors, any action or series of related actions by the Company that would cause the Company’s permanent working capital (cash on hand, liquid assets, accounts receivable, and the like) to fall below the aggregate principal amount of such debt or invested capital at that time, shall require authorization by an affirmative vote of 2/3 of the members of the Board of Directors.

7. Subdivision or Combinations. If the Company in any manner subdivides or combines the outstanding shares of one class of Stock, then the outstanding shares of the other classes of Stock shall be subdivided or combined in the same manner.

8. Mergers, Consolidation or Other Combination Transactions. In the event that the Company shall enter into any consolidation, merger, combination or other transaction or series of related transactions in which shares of Stock are exchanged for or converted into other stock or securities, or the right to receive cash or any other property, then, and in such event, the shares of Seed Stock and Cofounder Stock shall be entitled to be exchanged for or converted into the same kind and amount of stock, securities, cash or any other property,

as the case may be, into which or for which each share of Common Stock is exchanged or converted.

9. Adjustment Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the voting power of the Company.

#### ARTICLE V. BOARD

The business and affairs of the Company shall be managed by and under the direction of the Board. The current members of the Board shall be: RANDY SCHAEFER and CHRISTIAN STOVER.

So long as any shares of Seed Stock remain outstanding, the holders of Seed Stock, voting as a separate class, shall be entitled to elect one (1) director (the "**Seed Director**") at each meeting or pursuant to each action by written consent of the Company's stockholders for the election of directors. Any additional members of the Company's Board of Directors shall be elected by the holders of all Stock voting together as a single class (the "**Mutual Directors**"). The Seed Director and the Mutual Directors shall each have one (1) vote as a director at each meeting or each action by written consent of the Company's Board of Directors.

The unanimous vote of all Board members shall be required to carry out, affirm, or authorize any matter coming before the Board for a vote.

#### ARTICLE VI. BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, alter, amend, or repeal the bylaws of the Company.

#### ARTICLE VII. ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

#### ARTICLE VIII. INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the applicable Florida law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the applicable Florida law is amended to authorize corporate action further eliminating or

limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted thereby, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by applicable Florida law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

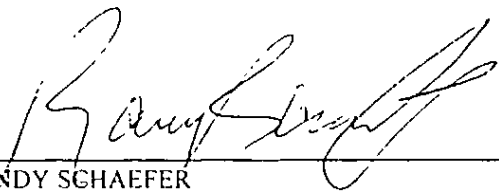
#### ARTICLE IX. AMENDMENT

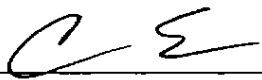
Except as provided in Article X above, the Company reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the members of the Board have executed these Amended and Restated Articles of Incorporation as of ~~February~~ 22, 2018, and each of them states:

*March*

That he is a current director of the Company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; knows the contents thereof and that the same is true to the best of his knowledge and belief. These Amended and Restated Articles of Incorporation were approved by the stockholders of the Corporation upon the recommendation of the Board, and the number of votes cast for the amendment by the stockholders was sufficient for approval.

  
RANDY SCHAEFER

  
CHRISTIAN STOVER

I, CHRISTIAN STOVER, hereby accept the appointment as registered agent of CLS FINANCIAL SERVICE, INC., and am familiar with, and accept, the obligations of that position as provided for in the Florida Business Corporation Act.

  
CHRISTIAN STOVER