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P20000035202

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
INTERACTIVE ENGINEERING INC

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**FIRST AMENDED AND RESTATED ARTICLES OF
INCORPORATION
FOR A
FLORIDA PROFIT CORPORATION**

The Articles of Incorporation for Interactive Engineering, Inc. (the "Corporation") were filed on May 8, 2020, and assigned document number P20000035202 (the "Articles of Incorporation").

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (the "Act") and the bylaws of the Company, if any such document exists, the filing of this document with the Department of State of the State of Florida amends and restates the previously filed Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is:

Interactive Engineering, Inc.

**ARTICLE TWO
ADDRESSES**

The mailing address of the Corporation is:

1 Florida Park Drive, Suite 103
Palm Coast, Florida 32137

The principal office address of the Corporation is:

1 Florida Park Drive, Suite 103
Palm Coast, Florida 32137

**ARTICLE THREE
PURPOSES**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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ARTICLE FOUR DURATION

The Corporation's duration is perpetual.

ARTICLE FIVE REGISTERED AGENT

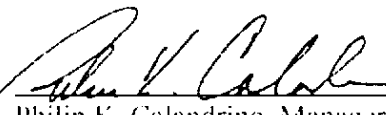
The name and address of the Corporation's Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
1615 Woodward St.
Orlando, FL 32803

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,
LLC.

By:


Philip K. Calandrino, Manager

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ARTICLE SIX AUTHORIZED STOCK

The total number of shares of stock that the Corporation has authority to issue is 1,000 shares of Common Stock without par value, all of one class.

ARTICLE SEVEN PREEMPTIVE SHAREHOLDER RIGHTS

The shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.

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ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE NINE CERTIFICATES OF STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

ARTICLE TEN EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall immediately purchase the foreclosed interest, and the purchase price shall be \$1.00, provided that a shareholder remains owner of the Corporation. If any attempt to enforce a charging order is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall no longer issue distributions of profits or losses to the shareholder effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such shareholder effected by a charging order, but are withheld, shall be distributed to the remaining shareholders on a pro rata basis. Nothing in this section should be construed to reduce shareholder's debtor rights under the law. This Article Ten shall not apply to Jeremy D. Brown, nor affect his shares in the Corporation.

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ARTICLE ELEVEN SECURITY INTEREST

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of a majority of the corporation's directors.

ARTICLE TWELVE INCORPORATOR

The name and address of the original incorporator was as follows:

David Reed
101 Palm Harbor Pkwy, Suite 404-A
Palm Coast, FL 32137

ARTICLE THIRTEEN BOARD OF DIRECTORS

Unless the Corporation's Bylaws express otherwise, the Board of Directors will have no less than one Director and no more than five Directors. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE FOURTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid, election and removal of Directors; mergers; and acquisitions.

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ARTICLE FIFTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE SIXTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE SEVENTEEN POWER TO ENACT, AMEND, AND REPEAL BYLAWS

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

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**ARTICLE EIGHTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.

By: Benjamin Reynolds
Benjamin Reynolds, Chief Executive Officer

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