

P96000017755

Florida Department of State
Division of Corporations
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LINK-SYSTEMS INTERNATIONAL, INC.**

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DEPARTMENT OF STATE
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ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
LINK-SYSTEMS INTERNATIONAL, INC.

LINK-SYSTEMS INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation as now in effect, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

- 1) The name of the Corporation is Link-Systems International, Inc. and its Document Number with the Florida Department of State is P96000017755.
- 2) The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation and amendments thereto filed with the State of Florida.
- 3) The Amended and Restated Articles of Incorporation filed together herewith were duly adopted and approved by the Board of Directors by a written consent dated December 29, 2014; by written consent of the shareholders of the Corporation dated December 29 2014; and the number of votes cast for the amendment by the shareholders were sufficient for approval.
- 4) These Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation, together with the Amended and Restated Articles of Incorporation, shall be effective upon filing hereof with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Link-Systems International, Inc. as of the 29th day of December 2014.

LINK-SYSTEMS INTERNATIONAL, INC.

By:

Vincent T. Forese, President and Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LINK-SYSTEMS INTERNATIONAL, INC.**

The undersigned hereby makes, subscribes, acknowledges and files with the Department of State of Florida these Amended and Restated Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation shall be:

Link-Systems International, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE 2

Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE 3

Duration

This corporation shall have perpetual existence.

ARTICLE 4

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

4515 George Road, Suite 340
Tampa, Florida 33634

ARTICLE 5

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be three million (3,000,000) shares of stock, par value \$0.01 per share, in two separate classes, as follows: (i) two million (2,000,000) of common stock and (ii) one million (1,000,000) shares of non-voting common stock. Each share of common stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation; and the voting power of this corporation shall be entirely vested in its common stock. Except as otherwise required by law, shares of non-voting common stock shall have no voting rights. Aside from differing voting rights, shares of common stock and non-voting common stock shall be equivalent in all respects, including with respect to rights to dividends and liquidation proceeds. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 6

Registered Office and Agent

The street address of the registered office of this corporation is: 4515 George Road, Suite 340, Tampa, FL 33634, and the name of the registered agent of this corporation at that address is: Vincent T. Forese. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 7

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) director, the exact number of directors to be fixed from time to time by action taken by the shareholders holding voting common stock or by the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation holding voting common stock may, by action taken by such shareholders, remove any director from office at any time with or without cause.

ARTICLE 8

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 9

Bylaws

(a) The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by the shareholders holding common stock, and the shareholders holding common stock may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The Bylaws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and any rights conferred upon the shareholders herein are subject to this reservation.

[Signature to Follow]

IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Amended and Restated Articles of Incorporation of Link-Systems International, Inc. as of the 29th day of December, 2014.

LINK-SYSTEMS INTERNATIONAL, INC.

By: 

Vincent T. Fotese, President and Chief Executive Officer

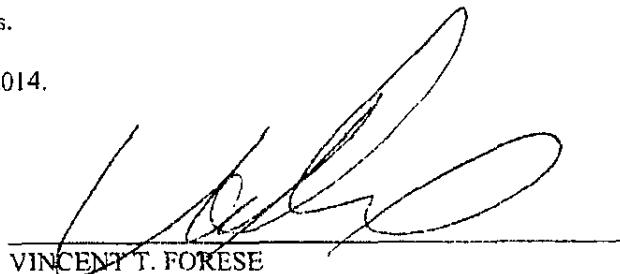
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DIVISION OF CORPORATIONS

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
LINK-SYSTEMS INTERNATIONAL, INC.

The undersigned, having been named as registered agent to accept service-of-process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29th day of December, 2014.



VINCENT T. FORESE

FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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