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COR AMND/RESTATE/CORRECT OR O/D RESIGN
SWARM INTERACTIVE, INC.

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STATE DEPT OF CORP
TALLAHASSEE, FLORIDA

Amended & Restated

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DC

03-13-12

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SWARM INTERACTIVE, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation, and does hereby certify as follows:

1. The name of the corporation is Swarm Interactive, Inc. (the "Corporation"). The Corporation's original Articles of Incorporation were filed on October 12, 1998.
2. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation without shareholder action and shareholder action was not required.
3. The corporation's Articles of Incorporation are hereby amended and restated in its entirety, as set forth in the text of the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.
4. The Amended and Restated Articles of Incorporation will be effective upon filing.

IN WITNESS WHEREOF, said Swarm Interactive, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by David B. Wittekind, its Chief Executive Officer, this 23rd day of February 2012.

SWARM INTERACTIVE, INC.

By: David B. Wittekind
Name: David B. Wittekind
Title: Chief Executive Officer

STATE OF FLORIDA
CLERK OF THE SUPREME COURT
ALL AMENDED FILINGS

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SWARM INTERACTIVE, INC.**

The undersigned, pursuant to Section 607.1007 of the Florida Statutes, does hereby submit these Amended and Restated Articles of Incorporation.

1. The name of the corporation is Swarm Interactive, Inc. (the "Corporation").
2. The principal place of business and mailing address of the Corporation is 3540 Leica Court, Titusville, Florida 32796.
3. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes.
4. The Corporation shall have the authority to issue 1,000 shares, \$1.00 par value per share, all of one class designated Common Stock.
5. The name and address of the registered agent are:

NAME

Donald B. Wittekind

ADDRESS

3540 Leica Court
Titusville, Florida 32796

6. The name and address of the incorporator are:

NAME

Lynn C. Occhiuzzo

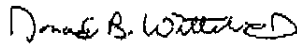
ADDRESS

1415 Davis Road
Hillborough, North Carolina 27278

7. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision or adoption of a provision inconsistent herewith shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal or adoption of an inconsistent provision. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article.

8. Provided that the Corporation is not a public corporation at the time of the taking of such action, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted. A shareholder's consent to action taken without meeting may be made by electronic mail or any other electronic form and delivered by electronic means. Prior notice of any action to be taken without meeting by the shareholders shall not be required to be given to any shareholder.
9. To the extent permitted by the Florida Statutes, the Corporation may conduct any transaction or take any action by electronic mail or any other electronic means.
10. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand, February 23, 2012.



Donald B. Wittekind
Chief Executive Officer