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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Futurematt USA Inc.

- ☐ Walk In
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☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE SEP 22 1999

Ordered By: _____

Date: _____

FILED
99 SEP 22 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
99 SEP 22 PM 1:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

OF

FUTUREMART USA, INC.

FILED
99 SEP 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name and address of the Corporation shall be, FUTUREMART USA, INC., located at 6742 Forrest Hill Boulevard, #175, West Palm Beach, Florida 33413, West Palm Beach, Florida 33407.

ARTICLE II

Duration

The term of existence of the Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE III

Purpose

This Corporation is organized for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Restated Articles of Incorporation.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Two Hundred Fifty Thousand (250,000) shares of One Cent (\$.01) par value Common Stock and Two Hundred Fifty Thousand (250,000) shares of

One Cent (.01) par value Preferred Stock . The issuance and transfer of either the Common Stock or the Preferred Stock of the Corporation shall be restricted by any shareholder's agreement entered into and made effective by and among the holders of issued and outstanding common shares of the Corporation. Each class of shares shall be identical in all respects, except that if the Corporation shall be voluntarily or involuntarily liquidated, dissolved or wound up, at any time when any shares of Preferred Stock shall be outstanding, the holders of the then outstanding shares of Preferred shall have a preference in distribution of the Corporation's property available for distribution to the holder of any other class of capital stock of the Corporation, including but not limited to, the Common Stock, equal to the amount of the capital investment made in the Corporation.

All the shares of Common Stock or Preferred Stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V **Registered Office and Agent**

The street address of the registered office of this Corporation is 1605 61st Trail South, West Palm Beach, Florida 33415.

The name of the registered agent of this Corporation at that address is Charlotte Scott.

Unless otherwise provided by these Restated Articles of Incorporation, Bylaws or the laws of the state of Florida, the registered agent and his office shall remain the same from year to year until his successor has been appointed and has been duly qualified.

ARTICLE VI **Board of Directors**

This Corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. Unless otherwise provided by these Restated Articles of Incorporation, Bylaws or the laws of the State of Florida, the director(s) of this Corporation shall hold office from year to year or until their successors are elected or appointed and have qualified. In case of any increase in the number of directors, additional directors shall be elected as provided in the Bylaws of the Corporation.

At any time hereafter, the stockholders may, by a majority vote, determine that the Corporation be managed by the stockholders.

ARTICLE VII
Chairman of the Board Director

The name and address of the person signing these Restated Articles of Incorporation as Chairman of the Board of Directors is :

Lyle Scott Jr.

1605 61st Trial South
West Palm Beach, Florida 33415

ARTICLE VIII
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Restated Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the Corporation.

ARTICLE XI
Preemptive Rights

Every shareholder of the Corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

ARTICLE XII
Amendment

The Corporation reserves the right to amend, add to, or repeal a provision contained in these Restated Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

and Shareholders

THESE RESTATED ARTICLES OF INCORPORATION WERE APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF FUTUREMART USA, INC. BY WRITTEN ACTION ON SEPTEMBER 15, 1999, A COPY OF WHICH IS ATTACHED HERETO AS EXHIBIT "A".

IN WITNESS WHEREOF, the undersigned, being the chairman of the Board of Directors of the Corporation hereinbefore named, for the purpose of restating the Articles of Incorporation of FutureMart USA, Inc., Inc., a corporation for profit and hereby authorized to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, effective the 20th day of September, 1999.



Lyle Scott, Jr.
Chairman of the Board of Directors of
FutureMart USA, Inc.

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WRITTEN CONSENT ACTION OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS OF

FutureMart USA, Inc.

The undersigned, being all of the shareholders and directors of the FutureMart USA, Inc., a Florida corporation (the "Company") do hereby agree, adopt, consent to, and order the following corporate actions pursuant to Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act (the "Act") and the Bylaws of the Company and directs that this written consent be filed with the records of the Company as the meeting vote on the matters contained herein:

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopts the following corporate actions:

WHEREAS, it is necessary and desirable to consolidate and restate the Articles of Incorporation of the Company (the "Restated Articles of Incorporation"); and

WHEREAS, a copy of the proposed Restated Articles of Incorporation are attached hereto as Exhibit "A"; and

WHEREAS, after the proposed Restated Articles of Incorporation have been approved and adopted, the Company intends to execute formal Restated Articles of Incorporation and file them with the Florida Secretary of State in accordance with Section 607.1007 of the Act; and

WHEREAS, it is in the best interests of the Company to restate the Articles of Incorporation.

NOW, THEREFORE:

BE IT RESOLVED, that the proposed Restated Articles of Incorporation attached hereto as Exhibit "A" are adopted, approved, and consented to; and

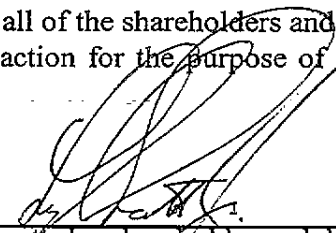
BE IT FURTHER RESOLVED, that the Articles of Incorporation of the Company be restated in accordance with Exhibit "A", and the Restated Articles of Incorporation shall take the place of and supersede the existing Articles of Incorporation and all amendments thereto, pursuant to the law of the State of Florida.

BE IT FURTHER RESOLVED, that Lyle Scott Jr., the Company's President is authorized and directed on behalf of the Company to execute the formal Restated Articles of Incorporation and file them with the Florida Secretary of State in accordance with Section 607.1007 of the Act; and

EXHIBIT A

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders and directors of FutureMart USA, Inc., executes the foregoing corporate action for the purpose of giving their consent to it effective the 5th day of September, 1999.



Lyle Scott, Jr., shareholder and director



Robert H. Juska, Jr., shareholder and director

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2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Restated Articles of Incorporation.

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Lyle Scott, Jr.
Chairman of the Board of Directors of
FutureMart USA, Inc.

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