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Division of Corporations

TRENAM KEMKER

NO. 2575

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
REDVECTOR.COM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), RedVector.com, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

1. The amendment being effected hereby was duly adopted and approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. This amendment contains amendments that require approval of the holders of Series B-1 Preferred Stock, Series B-2 Preferred Stock, and Series C Preferred Stock, voting together as a single class, and the holders of Series B-2 Preferred Stock and Series C Preferred Stock, each voting separately as a class. This amendment was approved by the holders of each class of capital stock of the Corporation entitled to vote thereon pursuant to written consents in lieu of meetings, each dated July 8, 2011 and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

2. The provisions of Article Three, Section C(2)(f) of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

f. Deemed Liquidation. A Deemed Liquidation Event shall occur upon (each, a "Deemed Liquidation Event"): (a) a sale, transfer, license or lease, whether in a single transaction or pursuant to a series of related transactions or plan, of all or substantially all of the assets of (i) the Corporation (including the capital stock of subsidiaries) or (ii) any subsidiary of the Corporation, the assets of which constitute all or substantially all of the assets of the Corporation and its subsidiaries taken as a whole, (b) a merger, acquisition, consolidation or similar transaction which results in the Corporation's stockholders immediately prior to such transaction holding fifty percent (50%) or less of the voting power of the surviving, continuing or purchasing entity or (c) the issuance or sale, in any transaction or series of related transactions, to any person or entity or affiliated group of persons or entities, that results in a transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation. The Corporation shall pay the Series C Liquidation Price and the Series B Liquidation Price on the closing of a Liquidation Event or a Deemed Liquidation Event. The Corporation shall (i) notify the holders of Preferred Stock in writing (the "Liquidation Event Notice") not later than twenty (20) days before the shareholders' meeting called to approve Liquidation Event or a Deemed Liquidation Event, if any, or within twenty (20) days before closing of the transaction, whichever is earlier, provided, however, that any such notice may be waived by the holders of a majority of Preferred Stock (voting together as a single class); and (ii) *notify the holders in writing of the final approval of the transaction.* The first of these

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notices shall describe the material terms and conditions of the pending transaction and the provisions of this Section C(2), and, if such notice is given, the Corporation shall thereafter give such holders prompt notice of any material changes.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of this Corporation has been executed by a duly authorized officer of the corporation this 8th day of July, 2011.

REDVECTOR.COM, INC.

By: 
Thomas Wallace, Chief Executive Officer

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