

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CPORT SOLUTIONS, INCORPORATED**

The following Amended and Restated Articles of Incorporation of CPort Solutions, Incorporated (the "Corporation"), a corporation organized and existing under the laws of the State of Georgia, were duly approved and adopted by the shareholders of the Corporation on December 3, 2010, upon the recommendation of the Board of Directors of the Corporation, pursuant to Sections 14-2-1003 and 14-2-1007 of the Georgia Business Corporation Code (as in effect from time to time, the "Code").

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in their entirety to read as follows:

ARTICLE I

The name of this corporation is CPort Solutions, Incorporated (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Georgia is 2160 Hills Avenue, Suite A, Atlanta, Georgia 30318. The name of its registered agent at such address is Louie Preston Hicks II.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Code.

ARTICLE IV

The total number of shares of capital stock that the Corporation shall have authority to issue is Twenty Million (20,000,000) shares of common stock, no par value per share (the "Common Stock"). The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings).

ARTICLE V

No director of the Corporation shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty or action taken or the failure to take any action as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective except that this provision shall not eliminate or limit the liability of a director imposed by Section 14-2-202(b)(4) of the Code, as amended and superseded from time to time, for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of laws; (c) liabilities of a director imposed by Section 14-2-832 of the Code; or (d) any transaction from which the director derived an improper personal benefit. This Article V shall not eliminate or limit the liability of a director for any

act or omission occurring prior to the date when Section 14-2-202(b)(4) of the Code became effective. Neither the amendment nor repeal of this Article V, nor the adoption of any provision of the Amended and Restated Articles of Incorporation of the Corporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article V, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty or action taken or the failure to take any action as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Code.

ARTICLE VI

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or a director or officer of such other enterprise. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein, including that the Corporation shall indemnify such directors and officers and advance expenses related to such indemnification to the fullest extent set forth and permitted in Section 14-2-856 and Section 14-2-857 of the Code.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) (ii), or if a quorum of the Board of Directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of the directors who are at the time parties to the proceeding may not be voted on the determination.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Georgia.

The rights conferred herein shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors or shareholders of the Corporation, or otherwise.

ARTICLE VII

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting.


ARTICLE VIII

Meetings of shareholders may be held within or without the State of Georgia, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Georgia at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. The Board of Directors shall have concurrent power with the shareholders to adopt, amend, alter, change or repeal the Bylaws of the Corporation.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on December ____, 2010.

CPORT SOLUTIONS, INCORPORATED

By: 
Name: Louie Preston Hicks II
Title: President and Chief Executive Officer

(Signature Page for Amended and Restated Articles of Incorporation)

C PORT SOLUTIONS, INCORPORATED

Minutes of the Meeting of the Shareholders

September 13, 2011

Attendees

Shareholders Present

- Louie P. Hicks II
- Raymond Johnson
- Laurence Sanders
- Michael Edmeades
- David Kassens
- Peter Muller
- Nilanjan Datta
- Charles Trippe
- Randolph Salisbury
- Jackson Houk

Shareholder Absent

- Stephen Hufford

Management and Observers

- David Kassens

The meeting was held at C PORT Solutions office located at 2160 Hills Avenue, Suite A, Atlanta, GA 30318 where all persons could hear and be heard.

A welcome was extended, the meeting was called to order at 6:00 p.m. and roll was taken. All Shareholders were present excluding Stephen Hufford who voted affirmative and executed the required Confidentiality Agreement and Shareholder Resolution.

At the recommendation of the Board of Directors, Mr. Hicks noted that the purpose of the meeting was to review and approve that certain Asset Purchase Agreement to be entered into between C Port Solutions, Incorporated and BTM Ventures, LLC and the transactions contemplated thereby.

After review and discussion, upon a motion duly made and seconded, the Shareholders voted unanimously to approve the transaction and enter into Agreement by way of signature on the required Confidentiality and Shareholder resolution Agreements. Steve Hufford, Board Member, signed the Confidentiality and Shareholder resolution Agreements at the September 13, 2011 Board of Directors Meeting.

There being no further business to come before the Shareholders, it was moved and seconded to adjourn the meeting.

Recording Secretary


David Kassens, Secretary

Date: September 13, 2011