

P08000001346

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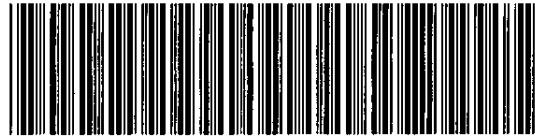
(Business Entity Name)

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2008 MAY -9 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Theris
5-14-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HELPFUL TECHNOLOGIES, INC.

DOCUMENT NUMBER: P08000001346

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SERGEY GURIN

(Name of Contact Person)

HELPFUL TECHNOLOGIES, INC.

(Firm/ Company)

550 WEST CYPRESS CREEK ROAD 410

(Address)

FORT LAUDERDALE, FL 33309

(City/ State and Zip Code)

For further information concerning this matter, please call:

SERGEY GURIN

(Name of Contact Person)

at (954) 703-8995 x 111

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



550 W.Cypress Creek Road, 410
Fort Lauderdale, FL 33309
Phone: (954) 703-8995
Fax: (954) 703-8996

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FILED
2008 MAY -9 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Corporate Name

The name of the Corporation is Helpful Technologies, Inc.

Article 2. Purpose

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized in the United States of America.

Article 3. Effective Date

The date of adoption of these Amended and Restated Articles of Incorporation is April 11, 2008.

Article 4. Registered Agent and Address

- (a) The name of the registered agent at such address is Sergey V. Gurin.
- (b) The address of the Corporation's registered office in the State of Florida is 550 West Cypress Creek Road, Suite 410, City of Fort Lauderdale, State of Florida, zip code 33309.

Article 5. Capital

- (a) This Corporation shall have authority to issue eight hundred twenty five million four hundred thirty three thousand four hundred fifty eight (825,433,458) shares of stock. This corporation is authorized to issue three classes of shares designated as the "Common Stock", "Senior Common Stock", and "Preferred Stock".
- (b) The number of shares of Common Stock this corporation is authorized to issue is 148,911,785 with par value of \$0.0001 per share.
- (c) The number of shares of Senior Common Stock this corporation is authorized to issue is 519,615,000 with par value of \$0.0001 per share.
- (d) The number of shares of Preferred Stock this corporation is authorized to issue is 156,906,673 with par value of \$0.0001 per share.

Article 6. Rights, Privileges, Preferences, and Restrictions of Preferred Stock

The rights, privileges, preferences and restrictions of the Preferred Stockholders are as follows:

1. Dividends.

- (a) Definition: Dividend is a pro-rata portion in an amount of money payable to shareholders of the Corporation out of post-taxed earnings of the Corporation.
- (b) Authority: Declaration of dividends shall be decided and reported by the Board of Directors of the Corporation on regular annual basis.
- (c) Payment of Dividends: The Company shall pay dividends, as declared by the Board of Directors, out of the post-taxed cash earnings of the Company legally available therefor.
- (d) Non-Cumulative Dividends: Dividends on all shares of Common Stock and all shares of Preferred Stock shall be payable when, as and if declared by the Board of Directors of the Corporation, and shall not be cumulative, and no right shall accrue to holders of Common Stock under this Section 1 by reason of the fact that dividends on said shares are not declared in any prior period.
- (e) Preference: The holders of Preferred Stock shall be entitled to receive dividends, in accordance with their respective Subscription Agreement, out of assets of the Corporation legally available therefor, prior and in preference to any declaration or payment of any dividend payable to the holders of Common Stock, Senior Common Stock, or other Securities of the Company, as adjusted for any stock split, stock dividend, combination or other recapitalization (each a "Recapitalization") or, if greater (as determined on a per annum basis and on an as converted basis for the Preferred Stock), an amount equal to that paid on any other outstanding shares of the Corporation.
- (f) Rate: The holders of Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, at the rate of \$0.00265 per share per annum.

2. Liquidation.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), distributions to the stockholders of the Corporation shall be made in the following manner:

- (a) Prior and in preference to any distribution of any assets or surplus funds of the Corporation to the holders of Common Stock and the holders of Series-B Preferred Stock, the holders of Series-A Preferred Stock shall be entitled to receive an amount equal to \$0.01 for each share of Series-A Preferred Stock then held by them (as adjusted for any Recapitalization with respect to such Preferred Stock) plus declared and unpaid dividends, if any, on such number of shares.
- (b) If upon occurrence of a Liquidation Event, the assets and funds of the Corporation available for distribution among the holders of Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution to the stockholders shall be distributed among the holders of Preferred Stock in proportion to the full preferential amount each such holder would otherwise be entitled to receive by reason of their ownership of such stock pursuant to Section 2(a).

(c) Upon occurrence of a Liquidation Event, and after payment of the full preferential amounts to the holders of the Preferred Stock in accordance with Section 2(a) of this Article 6; all remaining assets of the Corporation available for distribution shall be distributed among the holders of shares of Common Stock pro-rata based by reason of their ownership on the number of shares of Common Stock then held by them.

(d) For purposes of Section 2 of this Article 6, a merger or reorganization of the Corporation with or into any other corporation in which the Corporation's stockholders immediately prior to such transaction own immediately following such transaction less than a majority of the voting power of the equity securities of the Surviving Corporation (other than a merger or reorganization effected exclusively for the purpose of changing the domicile of the Corporation), or the sale of all or substantially all of the assets of the Corporation, shall be treated as a Liquidation Event.

(1) Valuation of Consideration: In the event of a Liquidation Event as described in Section 2 of this Article 6, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability:

(i) If traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing; or

(ii) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is lower) over the thirty-day period ending three (3) days prior to the closing; or

(iii) If there is no public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in this Article 6 to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(2) Notice of Transaction: The Corporation shall give each holder of Preferred Stock written notice of such impending transaction not later than ten (10) days prior to the stockholders' meeting called to approve such transaction, or ten (10) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction and the provisions of Section 2 of

this Article 6, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than ten (10) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of the Preferred Stock.

- (3) Effect of Noncompliance: In the event the requirements of Section 2(d) of this Article 6 are not complied with, the Corporation shall forthwith either cause the closing of the transaction to be postponed until such time as the requirements of Section 2(d) of this Article 6 have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 2(d)(B) of this Article 6.

3. Voting Rights and Board of Directors

(a) General. Except as otherwise required by law and except as set forth in this Article 6, each holder of Preferred Stock shall be entitled to such number of votes for the shares of Preferred Stock held by such holder on the record date fixed for the meeting.

(b) Election of Directors. The holder of each share of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall be entitled to vote, together with the holders of Common Stock with respect to any question upon which holders of Common Stock have the right to vote, except

- (i) those matters required by law to be submitted to a separate class vote, and
- (ii) the election of the Common Directors as set forth in Section 3(b) of this Article 6.

(c) Number of Directors: The holders of Preferred Stock, voting as a single class, shall be entitled to elect one (1) director (the "Preferred Director") to the Board.

(d) The Chairperson of the Board of Directors (the "Chairperson") shall be elected mutually by holders of the Preferred Stock and holders of the Common Stock voting together as a single class and on an "as-converted" basis.

4. Conversion Rights

The holders of the Preferred Stock shall have conversion rights as set forth in this Section 4 (the "Conversion Rights"). The shares of Preferred Stock shall be convertible into shares of Common Stock as set forth in this Section.

(a) Right to Convert. At the option of the holder thereof, each share of Preferred Stock shall be convertible at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for such stock. Each share of Preferred Stock shall be convertible into the number of fully paid

and non-assessable shares of Common Stock at the conversion rate ("Conversion Rate") as established in accordance with this Section 4(b) of this Article 6.

(b) Conversion Rate. The number of shares of Common Stock into which each share of Preferred Stock is convertible is hereinafter referred to as the "Conversion Rate" for such share. The Conversion Rate results from dividing the Conversion Value per share by the Conversion Price per share, both defined herein in effect at the time of conversion.

(i) As of the date of filing of this Amended and Restated Certificate of Incorporation, the "Conversion Price" for each of the Preferred Stock shares shall be \$0.01, and the per share Conversion Value attributable to the Series-A Preferred Stock shall be \$0.01. Accordingly, each one share of Preferred Stock is convertible into one share of Common Stock at the Conversion Rate of 1.

(c) Automatic Conversion. The shares of Preferred Stock shall be automatically converted into the number of shares of Common Stock immediately prior to the closing of the sale of Common Stock of the Corporation in an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offering and sale of Common Stock for the account of the Corporation to the public (an "IPO") at a Conversion Rate of not less than 1.00000 and at aggregate offering price to the public of not less than \$25,000,000. In the event of the automatic conversion of the Preferred Stock upon a public offering as described above, the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of the offering.

(d) Optional Conversion. Each share of Preferred Stock shall also be converted into shares of Common Stock upon the affirmative vote of the holders of at least a majority of the shares of Preferred Stock.

(e) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into the shares of Common Stock and receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, to the office of the Corporation or of any transfer agent for the Preferred Stock and shall give written notice to the Company at the office of the Corporation that such holder elects to convert the same Preferred Stock into Common; provided, however, that in the event of an automatic conversion pursuant to Section 4(c) of this Article 6, the outstanding shares of Preferred Stock so converted shall be converted automatically without any further action by the holders of such shares whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock, as the case may be, issuable upon such automatic conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date

of such surrender of the shares of Preferred Stock to be converted, or in the case of automatic conversion as provided in Section 4(c) of this Article 6, such conversion shall be deemed to occur as set forth in Section 4(c) of this Article 6, and the holders entitled to receive the shares of Common Stock, as the issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(f) Adjustments to Conversion Prices With Respect to Certain Diluting Issuances. The Conversion Prices of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) Special Definitions. For purposes of Section this Article 6, the following definitions apply:

(A) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities (as defined below).

(B) "Original Issue Date" for each classes of Stock shall mean the date on which shares of such series are first issued.

(C) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock, or for securities convertible into or exchangeable for such securities.

(D) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or deemed to be issued) by the Corporation after the filing of this Amended and Restated Certificate of Incorporation, other than:

(1) Shares of Common Stock issued or issuable to officers, directors, consultants, or employees of the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors of the Corporation (not to exceed 70,000,000 shares plus the number of shares repurchased by the Corporation from officers, directors, consultants, or employees of the Corporation upon termination of employment or association pursuant to the terms of restrictive stock purchase agreements providing for the repurchase of such shares entered into with such employees or consultants); provided, however, that shares of Common Stock issued or deemed to be issued that are excepted from the definition of Additional Shares of Common Stock pursuant to one or more of the other subsections of this Article 6 shall not be counted against the foregoing numerical limitation;

(2) As a dividend or distribution on the Preferred Stock if such dividend or distribution is distributed to the holders of Preferred Stock ratably based on the number of shares of Common Stock issuable upon conversion of the Preferred Stock at the Conversion Rate in effect on the record date for such dividend or distribution;

(3) By reason of a stock split, reverse stock split, stock dividend or other adjustment covered by of this Article 6;

(4) By reason of a reorganization, reclassification, exchange, substitution or other adjustment covered by this Article 6;

(5) Options or Convertible Securities issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings or similar transactions approved by the Board of Directors of the Corporation;

(6) Shares of Common Stock issued or issuable upon conversion of the Preferred Stock;

(7) Shares of Common Stock issued or issuable upon the conversion or exercise of Options outstanding as of the date hereof;

(8) Shares of Common Stock issued or issuable to officers, directors, consultants or employees of the Corporation pursuant to stock options outstanding as of the date of the filing of this Amended and Restated Certificate of Incorporation; or

(9) Those which are otherwise excluded by the affirmative vote or written consent of the holders of a majority of the shares of Preferred Stock then outstanding.

(ii) Deemed issuance of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(A) no further adjustment in any Conversion Price shall be made upon the subsequent issue of the Options or Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(B) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of

any Conversion Price shall affect Common Stock previously issued upon conversion of the Preferred Stock, if any);

(C) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

- (1) in the case of Convertible Securities or Options, the only Additional Shares of Common Stock issued were the shares of Stock, if any, actually issued upon the exercise of such Options or the Conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and
- (2) in the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(iii) Determination of Consideration for Options and Convertible Securities. The consideration per share received by the Corporation for the Additional Shares of Common Stock deemed to have been issued pursuant to this Article 6, relating to Options and Convertible Securities shall be determined by dividing:

- (A) The total amount of cash received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution (but excluding any interest received on account of accrued, or accrued dividends) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by
- (B) maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the

exercise of such Options or conversion or exchange of such Convertible Securities.

If the consideration is not cash or such instrument does not specify the value of the additional consideration, such consideration shall be deemed to be the fair value thereof as determined by the Board of Directors irrespective of any accounting treatment.

- (iv) Adjustments for Reorganization, Reclassification, Exchange and Substitution. If the shares of Common Stock issuable upon conversion of any shares of Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by reorganization, reclassification or otherwise (other than a subdivision or combination of shares as provided in this Article 6), the Conversion Price for each series then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the shares of Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders thereof would otherwise have been entitled to receive upon such conversion, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been issuable to the holders of Preferred Stock if their shares of Preferred Stock had been converted immediately before such change; and, in any case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Preferred Stock, to the end that the provisions set forth herein (including the provisions with respect to changes in and other adjustments of the applicable Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Preferred Stock. In no event shall the outstanding shares of Common Stock be changed, whether by reorganization, reclassification, exchange, substitution or otherwise, into shares of any other class or classes of stock or other securities or property without a corresponding and proportionate change relating to the other series of Common Stock, if any.
- (v) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in Article 6, then, in each such case for the purpose of this Section, the holders of Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Class A Senior Common Stock or Common Stock of the Corporation into which their shares of Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.
- (vi) No Impairment. The Corporation will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of Section 4 of this Article 6 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Preferred

Stock against impairment. This provision shall not restrict the Corporation's right to amend its Certificate of Incorporation with the requisite stockholder consent.

- (vii) No Fractional Shares and Certificate as to Adjustments. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock, as the case may be, as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Upon the occurrence of each adjustment or readjustment of the Conversion Price for any series of Preferred Stock pursuant to this Article 6, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Price for such series at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Preferred Stock.
- (viii) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, the Corporation shall mail to each holder of Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution, and the amount and character of such dividend or distribution.
- (ix) Other Notices. Any notice required by the provisions of this Article 6 to be given to the holders of shares of Preferred Stock shall be deemed given three (3) days after deposit in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.
- (x) Reservation of Common Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of shares of Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock, the Corporation may take such corporate action as may, in the opinion of its Advisory Board and its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.
- (xi) Status of Converted Stock. In the event any shares of Preferred Stock shall be converted pursuant to this Article 6, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Certificate of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

5. Protective Covenants.

- (a) In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Preferred Stock, voting separately as a class:
 - (i) amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or Bylaws if such action would materially or adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of the Preferred Stock, or increase or decrease the number of shares of Preferred Stock authorized hereby;
 - (ii) authorize or issue or obligate itself to issue, shares of any class or series of stock having any preference or priority as to voting, dividends or upon liquidation which are superior to any such preference or priority of the Preferred Stock;
 - (iii) authorize or issue shares of stock of any class or series of any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this Corporation having any preference or priority as to voting, dividends or upon liquidation which are superior to any such preference or priority of the Preferred Stock;
 - (iv) reclassify its Common Stock into shares having any preference or priority as to voting, dividends or upon liquidation which are superior to any such preference or priority any series of Preferred Stock;
 - (v) increase or decrease (other than by repurchase, redemption, or conversion) the total number of authorized shares of Series-A and Series-B Preferred Stock.

**Article 7. Rights, Privileges, Preferences and Restrictions
of Senior Common Stock**

1. **Dividends.** Subject to the prior rights of holder of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Class A Senior Common Stock shall be entitled to receive, on a pari passu basis with the holders of the Common Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.
2. **Liquidation.** Upon liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided above in Article 6.
3. **Conversion Rights.** The holders of the Class A Senior Common Stock shall have Conversion Rights as follows:
 - (a) **Right to Convert.** Each share of Senior Common Stock shall be convertible, at the option of the holder thereof, at the office of the Corporation or any transfer agent; provided, however, that the such conversion right shall not become exercisable until immediately prior to a vote of the Corporation's stockholders requiring approval of the holders of the Corporation's securities on a class by class basis (the "Trigger Event"). Upon such a conversion, each share of Senior Common Stock shall be convertible into one share of fully paid and non-assessable share of Common Stock.

- (b) Automatic Conversion. Each share of Senior Common Stock shall be automatically converted into one share of Common Stock immediately prior to the closing of an IPO at price per share (prior to underwriter commissions and offering expenses) of not less than \$2.71828 (appropriately adjusted for Recapitalizations) and at an aggregate offering price to the public of not less than \$25,000,000. In the event of the automatic conversion of the Senior Common Stock upon a public offering as described above, the person(s) entitled to receive the Common Stock issuable upon such conversion shall not be deemed to have converted such Senior Common Stock until immediately prior to the closing of the IPO. Each share of Senior Common Stock also shall be automatically converted into one share of Common Stock upon the affirmative vote of the holders of at least a majority of the shares of Senior Common Stock. The occurrence of an automatic conversion event as described in this Section 3(b) shall be referred to herein as a "Senior Common Conversion Event."
- (c) Mechanics of Conversion. Before any holder of Senior Common Stock shall be entitled to convert the same into shares of Common Stock and receive certificates therefor, such shareholder shall surrender the certificate or certificates therefor, duly endorsed, to the office of the Corporation or of any transfer agent for the Senior Common Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same; provided, however, that in the event of an automatic conversion pursuant to Section 3(b) of this Article 7, the outstanding shares of Senior Common Stock so converted shall be converted automatically without any further action by the holders of such shares whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Senior Common Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Senior Common Stock, a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock as set forth in Section 3(d) of this Article V. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Senior Common Stock to be converted, or in the case of automatic conversion as provided in Section 3(b) of this Article V, such conversion shall be deemed to occur as set forth in Section 3(b) of this Article 7, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.
- (d) No Fractional Shares and Certificate as to Adjustments. No fractional shares of Common Stock shall be issued upon conversion of Senior Common Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Senior Common Stock held by each holder of Senior Common Stock shall be aggregated, and any resulting fractional share of Common Stock shall

be paid in cash. If such conversion of Senior Common Stock shall be into shares of Common Stock and such holder of Senior Common Stock also holds shares of Preferred Stock to be converted into shares of Common Stock, then all shares of Preferred Stock and Senior Common Stock held shall be aggregated on an as-converted basis for the purpose of determining the number and value of fractional shares for which cash shall be paid.

4. Voting Rights. Each holder of shares of Senior Common Stock shall be entitled to the number of votes equal to the whole number of shares of Common Stock into which such shares of Senior Common Stock held by such holder are then convertible times ten (10). The holders of Senior Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall vote with the holders of Common Stock together as one class on all matters to which they are entitled to vote except as to those matters required by law to be submitted to a separate class vote.

Article 8. Rights, Privileges, Preferences and Restrictions of Common Stock

1. Dividends. Subject to the prior rights of holder of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive dividends, on a pari passu basis with the holders of the Senior Common Stock, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor.
2. Liquidation. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided above in Article 6.
3. Redemption. The Common Stock is not redeemable.
4. Voting Rights. Each holder of shares of Common Stock shall be entitled to one vote per share for each share of Common Stock held by such holder. The holders of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall vote with the holders of Senior Common Stock together as one class on all matters to which they are entitled to vote except as to those matters required by law to be submitted to a separate class vote.

Article 8. Term

The Corporation is to have perpetual existence.

Article 9. Board of Directors

1. Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.
2. The number of directors that constitute the Board of Directors of the Corporation shall be designated as set forth in the Bylaws of the Corporation.
3. To the fullest extent permitted by Florida Law as the same exists or as may hereafter be amended, the directors of Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director.

The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

Article 10. Bylaws

1. In furtherance and not in limitation of the powers conferred by statute, subject to the provisions of this Amended and Restated Certificate of Incorporation, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

Article 11. Shareholders' Meetings

1. Meetings of stockholders may be held within or outside of the State of Florida, as the Bylaws may provide.
2. The books of the Corporation will be kept at the principal registered office of the Corporation, or such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Article 12. Indemnification of Corporate Agents

1. The Corporation is authorized to provide indemnification of agents through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by law.

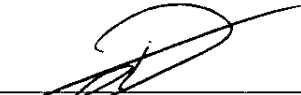
We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in the foregoing document are true of our own knowledge. Executed in Fort Lauderdale, Florida on April 11, 2008.



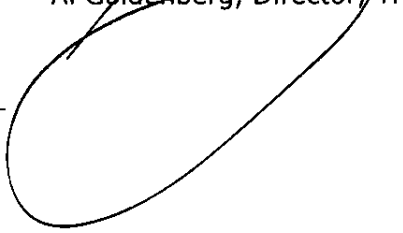
Sergey Gurin, CEO and Chairman of the Board



Al Goldenberg, Director, Treasurer



Derek Wedziuk, Director, Compliance Manager



The date of each amendment(s) adoption: April 10, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature Sergey V. Gurin
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SERGEY GURIN
(Typed or printed name of person signing)

CHAIRMAN OF THE BOARD, CEO
(Title of person signing)

FILING FEE: \$35