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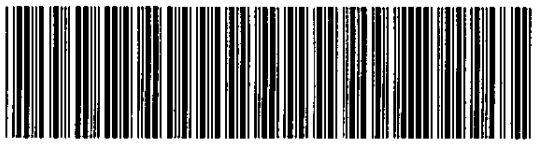
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2009 AUG 10 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Resubmitted Articles

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 W CYPRESS CREEK ROAD, SUITE 410

Address

FORT LAUDERDALE, FL 33309

City/ State and Zip Code

svgurin@helpfultechnologies.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SERGEY GURIN

Name of Contact Person

at (954)

704-8995
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2009 AUG 10 PM 3: 56

HELPFUL TECHNOLOGIES, INC

(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P08000001346

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

P.O. BOX 220830

HOLLYWOOD, FL 33022

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

Florida
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>P</u>	<u>Azarpad, Amir</u>	<u>9910 SW 4th Street</u> <u>Plantation, FL 33324</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>Gurin, Sergey</u>	<u>3800 S Ocean Drive, Apt 1504</u> <u>Hollywood, FL 33019</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>P</u>	<u>Gurin, Sergey</u>	<u>3800 S Ocean Drive, 1504</u> <u>Hollywood, FL 33019</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE AMENDED AND RESTATED ARTICLES OF INCORPORATION ATTACHED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 06/20/2009

(date of adoption is required)

Effective date if applicable: 06/20/2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted 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):*

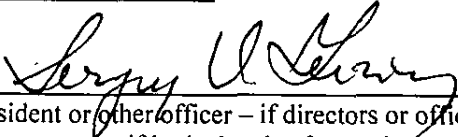
“The number of votes cast for the amendment(s) was/were sufficient for approval

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.

Dated 06/25/2009

Signature 
(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)

CHIEF OPERATING OFFICER

(Title of person signing)

Officers and/or Directors continuous:

Title	Name	Address	Type of Action
D	Baehr, Mark	7404 Spring Valley Road Dallas, Texas 75254	Add
D	Azarpad, Amir	9910 SW 4 th Street Plantation, FL 33324	Add
D	Gregg, Ronald	6403 1 Bay Club Dr Fort Lauderdale, FL 33308	Add
D	Finley, Chandler	150 SE 2nd Avenue, Suite 1010 Miami, FL 33131	Add



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HELPFUL TECHNOLOGIES, INC.**

Pursuant to Sections 607.1002; 607.10025; and 607.1006 of the Florida Business Corporation Act, the undersigned President and Chief Operating Officer of Helpful Technologies, Inc., a Florida corporation bearing Document Number P08000001346 (the "Corporation") submits these Amended and Restated Articles of Incorporation to amend and restate the Corporation's Articles of Incorporation and hereby certifies that:

FIRST: On June 20, 2009 the Corporation's Board of Directors, at the meeting of the Board of Directors that was duly called and held, approved and adopted the foregoing amendments to the Corporation's Articles to clarify and correct the provisions of the Articles of Incorporation last amended on May 9, 2008 and

- (A) effectuate the issuance of Senior Common Stock;
- (B) effectuate the issuance of Series A Preferred Stock; and

SECOND: The foregoing amendments were duly agreed and adopted by all holders of Senior Common Stock;

THIRD: The foregoing amendments do not adversely affect the rights and preferences of the holders of the outstanding shares of the Corporation's common stock; and

FOURTH: The foregoing amendments do not result in any change of authorized stock capital of the Corporation that remains unissued; and

NOW THEREFORE, The Corporation's Articles of Incorporation are hereby being restated and amended to read in its entirety as follows:

Article 1. Corporate Name

The name of the corporation is Helpful Technologies, Inc.

Article 2. Purpose

The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the laws of Florida.

Article 3. Registered Agent and Address

The address of the registered office of the Corporation in the State of Florida is 550 West Cypress Creek Road, Suite 410, Fort Lauderdale, FL 33309. The name of its registered agent at that address is Sergey V. Gurin.

Article 4. Capital

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 825,433,458 shares, consisting of (i) 148,911,785 shares of Common Stock, \$.0001 par value per share ("Common Stock"), (ii) 519,615,000 shares of Senior Common Stock, and (iii) 156,906,673 shares of Preferred Stock, \$.0001 par value per share ("Preferred Stock").

- (A) Common Stock. The dividend, redemption, and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of holders of the Preferred Stock of any class or series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any class or series.
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 Company's liquidation, dissolution or winding up, the holders of our common stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preferences of any outstanding shares of preferred stock.

3. Redemption. The Common Stock is not redeemable. There are no fund provisions applicable to the shares of the Company's common stock.
4. Voting Rights. The holders of the Common Stock shall have voting power equal to one vote for each share of Common Stock. 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.
5. Preemptive Rights. The holders of common stock have no preemptive rights and no right to convert their common stock into any other securities.

(B) Senior Common Stock. The Board of Directors is expressly granted authority to issue the shares of Senior Common Stock, from time to time, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, including without limitation dividend rights, conversion rights, voting rights, redemption privileges and liquidation preferences, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series (a "Certificate of Designation of Senior Common Stock") and as may be permitted by the Florida law. The number of authorized shares of Senior Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Senior Common Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Senior Common Stock Designation.

(i) The Certificate of Designation of Senior Common Stock is incorporated as Exhibit A.

(C) Preferred Stock. The Board of Directors is expressly granted authority to issue shares of the Preferred Stock, from time to time, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, including without limitation dividend rights, conversion rights, voting rights, redemption privileges and liquidation

preferences, as shall be stated in the resolution or resolutions duly adopted by the Board of Directors providing for the issue of such series (a "Certificate of Designation of Series "X" Preferred Stock") and as may be permitted by the Florida law. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the voting power of all then outstanding voting shares of Stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Certificate of Designation of Series "X" Preferred Stock.

- (i) The Certificate of Designation of Series A Preferred Stock is incorporated as Exhibit B.

Article 5. Bylaws.

The Initial Bylaws are attached herewith. The Corporation's Bylaws may be adopted, amended or repealed by the Corporation's stockholders if a majority of the holders of the Corporation's voting stock vote in favor of such on the adoptions, amendments or repeal of the Bylaws.

Article 6. The President

- (A) The President of the Corporation shall be elected by the shareholders at the shareholders' meetings by the majority of votes of the outstanding voting shares of the Corporation.
- (B) The election of the President of the Corporation need not be by written ballot.
- (C) The President of the Corporation may exercise all such powers of the Corporation and do all such lawful acts and things as determined by the Corporation's Bylaws.
- (D) To the fullest extent permitted by Florida law as the same exists or as may hereafter be amended, the President of the Corporation shall not be personally liable to the Corporation and/or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

Article 7. Board of Directors

- (A) The business affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as determined by the Corporation's Bylaws.
- (B) The election of the Board of Directors need not be by written ballot.
- (C) The number of directors that constitute the Board of Directors of the Corporation shall be designated as set forth in the Corporation's Bylaws.
- (D) 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 and/or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.
- (E) The Corporation's Board of Directors shall have the power from time to time at its discretion to adopt, amend or repeal the Corporation's Bylaws by a majority vote at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting, or by written consent as provided by the Florida law.

Article 8. Shareholders' Meetings

- (A) The meetings of stockholders may be held within or outside of the State of Florida, as the Bylaws may provide.
- (B) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the

Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interests, or for any other reason.

Article 9. Corporate Records

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 10. Indemnification of Officers.

- (A) The Corporation, to the full extent permitted by Florida law, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereby.

- (B) 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 Florida law.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by Sergey Gurin, its Chief Executive Officer this 20th day of June, 2009.

HELPFUL TECHNOLOGIES, INC.

By: 

Name: Sergey Gurin

Title: President and Chief Operating Officer