

PO8000001346

(Requestor's Name)

(Address)



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Amended &  
Restated  
Articles

06/04/10--01016--009 \*\*43.75

Helpful Technologies, Inc  
P.O. Box 220830  
Mollywood, FL 33022

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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\* 00789, 01173, 00524, 00706, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 9, 2010

Helpful Technologies, Inc.  
P.O. Box 220830  
Hollywood, FL 33022

SUBJECT: HELPFUL TECHNOLOGIES, INC.  
Ref. Number: P08000001346

We have received your document for HELPFUL TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

There are two different dates listed as the date of each amendments adoption. On the amendment form the date is listed as April 21, 2010 (please see the top pf page 3) but on the amended and restated articles the date is listed as April 20,2010. (see first paragraph). The date of adoption needs to be the same throughout the document so please correct either the form or the amended and restated articles.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

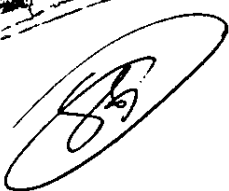
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 710A00014310

*PLEASE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 April 20, 2010 the stockholders of the Corporation, at the conference meeting that was duly called and held, have approved and adopted the foregoing Amended and Restated Articles of Incorporation;

**SECOND:** The following amendments were duly agreed and adopted by the majority of stockholders of the Corporation;

**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**

Stefania Bologna Esq. is appointed as the registered agent of the Corporation.

The address of the registered office of the Corporation in the State of Florida is 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, FL 33139.

#### Article 4. Capital

After the completion of conversion of previously issued shares of Series-A Preferred Stock and Senior Common Stock, the Corporation shall be authorized to issue 825,433,458 shares, consisting of

- (i) 50,000,000 shares of Preferred Stock, par value \$.0001 per share ("Preferred Stock"), and
- (ii) 775,433,458 shares of Common Stock, par value \$.0001 per share ("Common Stock").

(A) Common Stock. The Board of Directors of the Corporation is expressly granted authority to issue the shares of Common Stock, from time to time and to fix such voting powers, full or limited, and such rights and qualifications, limitations or restrictions thereof, including without limitation dividend rights, voting rights, redemption and liquidation preferences, as shall be stated and expressed in the resolutions adopted by the Board of Directors and as may be permitted by Florida law. The number of authorized shares of Common Stock may be increased or decreased by the affirmative vote of the holders of a majority of the voting power of all then outstanding shares of stock of the Corporation entitled to vote, voting together as a single class on as-converted basis. The rights of the holders of Common Stock shall be subject to the preferential rights of the holders of Preferred stock of any class or series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of such class or series.

- (1) Dividends. Subject to the prior rights of holders of all classes of Preferred stock at the time outstanding, the holders of Common stock shall be entitled to receive dividends when and as declared by the Board of Directors.
- (2) Liquidation. Upon the Company's liquidation, dissolution or winding up, the holders of Common stock shall be entitled to share ratably in all assets remaining after the payment of liabilities and the satisfaction of rights on liquidation preferences of any outstanding shares of Preferred stock.
- (3) Redemption. Common Stock is not redeemable.
- (4) Sinking Fund. There are no sinking fund provisions applicable to the shares of Common stock.
- (5) Voting Rights. The holders of Common stock shall have voting power equal to one vote for each share of Common stock at the time outstanding.
- (6) Stockholders' Meetings. The holders of Common stock shall be entitled to a notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall have the right to attend any stockholders' meeting and vote at such meeting on all matters submitted to the vote of stockholders.
- (7) Preemptive Rights. The holders of Common stock shall have no preemptive rights.

- (8) Conversion Rights. The holders of Common stock shall have no right to convert their shares of Common stock into any other type of the Corporation's securities. At all mergers, splits and other recapitalization events, the shares of Common stock shall be converted into the shares of Common stock only.
- (9) Registration Rights. The holders of Common stock shall be entitled to register their shares for a qualified sale in accordance with the applicable provisions of the U.S. Securities Act of 1933. The Company is presently not under any obligation, and has not granted any rights, to register any of the Company's presently outstanding Shares or any of its Shares that may be issued hereafter.
- (10) Inspection Rights. For so long as the holder of Common stock holds at least five percent (5%) of the outstanding shares of the Company's fully converted and diluted shares, the Company shall permit such stockholder, its representatives and advisors, to inspect the Company's records at any time upon provision of the advance 30-day Notice of Inspection.
- (B) 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.

**Article 5. Bylaws.**

- (A) The Initial Bylaws shall remain in full force and effect.
- (B) The Bylaws of the Corporation shall be kept at the principal place of business of the Corporation.
- (C) The changes to Bylaws may be adopted, amended or repealed 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 together as a single class on as-converted basis without a separate vote of the holders

of 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.

#### **Article 6. The President**

- (A) The President of the Corporation shall be elected within the month of January of each consecutive calendar year by the stockholders at the stockholders' meetings by the affirmative vote of the holders of a majority of voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class on as-converted basis without a separate vote of the holders of 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.
- (B) The election of President of the Corporation shall be conducted by a written ballot. On or before January 10<sup>th</sup> of each consecutive calendar year, the Corporation shall deliver the ballot to each voting stockholder, and each voting stockholder shall submit the ballot indicating such stockholder's vote to the Corporation on or before January 31<sup>st</sup> of such consecutive year. If a stockholder fails to deliver the ballot to the Corporation on or before January 31<sup>st</sup> of each consecutive year, such stockholder shall be considered abandoned the right to vote for such year, and such stockholder vote shall count as neutral. The Corporation shall maintain all ballots in accordance with the recordkeeping policies and procedures of the Corporation at the place designated by the Corporation's Bylaws.
- (C) The President of the Corporation shall be able to exercise all such powers of the Corporation and perform all such lawful acts and responsibilities 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 Board of Directors shall be elected by the stockholders by the affirmative vote of the holders of a majority of voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class on as-converted basis 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.

- (E) The election of the Board of Directors of the Corporation shall be conducted by a written ballot. On or before January 10<sup>th</sup> of each consecutive calendar year, the Corporation shall deliver the ballot to each voting stockholder, and each such voting stockholder shall indicate his/her vote and submit the ballot back to the Corporation on or before January 31<sup>st</sup> of such consecutive year. If a stockholder fails to deliver the ballot to the Corporation on or before January 31<sup>st</sup> of each consecutive year, such stockholder shall be considered abandoned the right to vote for such year, and such stockholder vote shall count as neutral. The Corporation shall maintain all ballots in accordance with its recordkeeping policies and procedures at the place designated by the Corporation's Bylaws.
- (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 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.
- (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 Florida law.

#### **Article 8. Stockholders' 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**

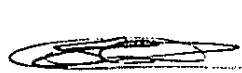
- (A) The books of the Corporation will be kept at the principal registered office of the Corporation, or such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**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 2010 President and Chief Executive Officer this 21<sup>st</sup> day of April, 2010.

**HELPFUL TECHNOLOGIES, INC.**

By:  *Sergey G. Gurin*

Name: Sergey Gurin

Title: President and Chief Operating Officer



Articles of Amendment  
to  
Articles of Incorporation  
of

HELPFUL TECHNOLOGIES, INC.

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

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:**

\_\_\_\_\_ *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**)*

150 SE 2ND AVENUE

1010

MIAMI, FL 33139

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

PO 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: STEFANIA BOLOGNA, ESQ.

New Registered Office Address: 150 SE 2ND AVENUE  
*(Florida street address)*

MIAMI, Florida 33139  
*(City) (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>
_____	N/A	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	N/A	_____ _____ _____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	N/A	_____ _____ _____	<input 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)*

\_\_\_\_\_  
\_\_\_\_\_

PLEASE SEE THE ATTACHED DOCUMENT

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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)*

\_\_\_\_\_  
\_\_\_\_\_

PLEASE SEE THE ATTACHED DOCUMENT

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The date of each amendment(s) adoption: APRIL 20, 2010

Effective date if applicable: APRIL 21, 2010 (date of adoption is required)  
(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 4/20/2010

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)

PRESIDENT & COO  
(Title of person signing)