

P97000024858

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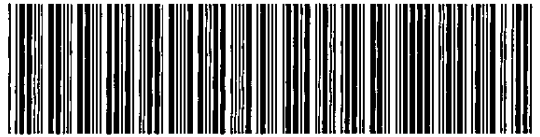
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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X00789, 00579, 00671

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GEO-CORP, INC

DOCUMENT NUMBER: P97000024858

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

Please return all correspondence concerning this matter to the following:

STEPHEN KANG

Name of Contact Person

GEO-CORP, INC

Firm/ Company

901 CORPORATE CENTER DRIVE, STE 401

Address

MONTEREY, CA 91754

City/ State and Zip Code

samk@isbmtg.com

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

For further information concerning this matter, please call:

SAM KANG

Name of Contact Person

at (323)

980-1010
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 9, 2009

Stephen Kang
Geo-Corp, Inc.
901 Corporate Center Drive, Ste 401
Monterey, CA 91754

SUBJECT: GEO-CORP, INC.
Ref. Number: P97000024858

We have received your document for GEO-CORP, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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: 709A00019246

RECEIVED
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GEO-CORP, INC

FILED
09 JUN 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby execute, acknowledge and file the following Amended and Restated Articles of Incorporation of GEO-CORP, INC., a Florida corporation (hereinafter referred to as the "Corporation").

- I. The Articles of Incorporation of the Corporation are hereby amended by deleting all prior Articles of Incorporation in their entirety, including all prior amendments and other modifications or restatements thereof, and by substituting in their place and stead the following Amended and Restated Articles of Incorporation in its entirety:

ARTICLE I NAME

The name of the Corporation is GEO-CORP, INC.

ARTICLE II PRINCIPLE OFFICE

The address of the principle office of the Corporation is:

950 South Pine Island Road, Suite 150-1071, Plantation, FL 33324, and

The mailing address of the corporation is:

901 Corporate Center Drive, Suite 401, Monterey, CA 91754

ARTICLE III PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, country territory, or nation.

ARTICLE IV SHARES

- A. Common Stock.
1. Basic Characteristics. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having one dollar (\$1.00) par value per share.
 2. Voting Rights. Each share of common stock issued and outstanding shall have and possess the right to notice of Shareholders' meetings, and shall be entitled to vote at a meeting of shareholders.

3. Liquidation. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the common stock shall be entitled to receive ratably, all of the remaining assets of the Corporation.
4. Dividends. Dividends may be paid on the Common Stock, as and when and in the manner declared by the Board of Directors, out of any funds of the Corporation which are legally available for the payment of such dividends.

B. Preferred Stock.

1. Basic Characteristics. The maximum number of shares of preferred stock that this Corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares of preferred stock having One Dollar (\$1.00) par value per share. These shares are designated as the Corporation's Preferred Stock.
2. Voting Rights. The Preferred Stock will be non-voting, and therefore none of the shares of Preferred Stock issued and outstanding will be entitled to any voting rights.
3. Liquidation. In the event of liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled to receive out of the assets of the Corporation which are available after the satisfaction of the debts and any other claims against this Corporation, regardless of whether such assets are capital or surplus of any nature, an amount equal to the liquidation price which shall be agreed in the stock purchase agreement, before any payment shall be made or any asset distributed to the holders of the Common Stock.

If, upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of the Corporation which are to be distributed shall be distributed ratably among the holders of the Preferred Stock.

The holders of the Preferred Stock shall not be entitled to receive any distributive amounts upon the liquidation, dissolution, or winding up of the Corporation other than the amounts set forth in this subparagraph IV.B.3.

4. Redemption. The Corporation may, at its option, at any time, or from time to time, redeem the whole or any part of the Preferred Stock issued and outstanding based on the liquidation value set forth in this subparagraph IV.B.3, plus any dividends which have been declared, but which have not been paid. The Board of Directors shall have full power and discretion to select from the outstanding Preferred Stock of the Corporation particular shares for redemption, and its determination in this connection shall not be subject to attack except for actual and intentional fraud. In all instances, the Board of Directors shall have complete authority to determine and take the actions necessary to fully effectuate the redemption of the Preferred Shares selected for redemption, and the cancellation of the certificates representing such Preferred Shares. Upon the completion of such actions, the rights of holders of the shares of such Preferred Stock which have been redeemed shall in all respects

cease, except that such holders shall be entitled to receive the redemption price for their respective Preferred Shares.

5. Dividends. Dividends may be paid on the Preferred Stock, as, when and in the manner declared by the Board of Directors, out of any funds of the Corporation which are legally available for the payment of such dividends. The Preferred Stock will have no preference over the Common Stock as to dividends, and accordingly, the Board of Directors may allocate dividends between the Preferred and Common Stock in its sole and absolute discretion."

Article V OFFICERS AND DIRECTORS

This Corporation shall have two (2) officer(s) and two (2) director(s). The name and street address of the officer(s) and director(s) who shall hold office until his successor is elected or appointed is:

Stephen Kang, CEO/CFO
901 Corporate Center Drive, Suite 401, Monterey Park, CA 91754
Kiana Kang, Secretary
901 Corporate Center Drive, Suite 401, Monterey Park, CA 91754

ARTICLE VI REGISTERED AGENT

The name and street address of the registered agent is:

Stephen Kang
950 South Pine Island Road, Suite 150-1071, Plantation, FL 33324

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



Stephen Kang/ Registered Agent

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street, Tallahassee, Florida 32301"

II. The amendment and restatement were adopted on May 15, 2009 by the directors, and approved by the shareholders. The number of votes cast for the amendments and restatement by the shareholders was sufficient for approval.

III. Pursuant to 607.1006 the provisions for implementing the exchange of shares of stock of the Corporation are as follows:

(a) The Common Shareholders will transfer their shares to the Corporation in consideration for the issuance of two hundred forty one (241) common shares under the revised capitalization.

IV. Each voting group of Shareholders approved the above Amendments and the number of votes cast for each of the Amendments by both groups of Shareholders was sufficient for approval.

V. Except as otherwise provided herein, the effective date of these Amended and Restated Articles of Incorporation shall be upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

VI. Pursuant to Section 607.0123(3) of the Florida Statutes, the filing date will be May 15, 2009, the date when a document similar to these Amended and Restated Articles of Incorporation was filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being CEO and Secretary of the above named Corporation, do hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amended and Restated Articles of incorporation this 15th day of May, 2009 effective as of the 15th day of May 2009.

GEO-CORP, INC

BY: _____

STEPHEN KANG, CEO

KIANA KANG, Secretary