

DEC-01-2009

12:58

RAFFERTY, STOLZENBERG

305 373 2738

P.01

P99000111180

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000249928 3)))



H090002499283ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.A.
Account Number : Y20000000207
Phone : (305) 373-0330
Fax Number : (305) 379-6009

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MARKETGRADER.COM CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED

2009 DEC -1 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC -1 AM 8:17

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

TR

DEC - 2 2009

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARKETGRADER.COM CORP.**

Pursuant to Section 607.1007 of the Florida Statutes, Marketgrader.Com Corp., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and the shareholders on October 2, 2009;
2. The number of votes cast for the amendments by shareholders were sufficient for approval;
3. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be:

Marketgrader.com Corp.

ARTICLE II

ADDRESS

The principal place of business and mailing address of this Corporation shall be:

156 Almeria Avenue, Suite 201
Coral Gables, Florida 33134

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

FILED
2009 DEC -1 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue:

1,010,797 shares of Class A Common Stock having a par value of \$0.005 per share.

3,489,203 shares of Class B Common Stock having a par value of \$0.005 per share.

4,620,000 shares of Series A Preferred Stock having a par value of \$0.01 per Share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

Rafferty, Stolzenberg, Gelles, Tenenholtz & Flynn, P A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

Keith H. Stolzenberg, Esq.

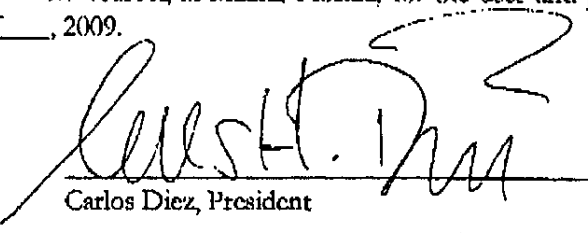
ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors,

shall have at least two (2) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, President of Marketgrader.com Corp., does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, this 11 day of November, 2009.

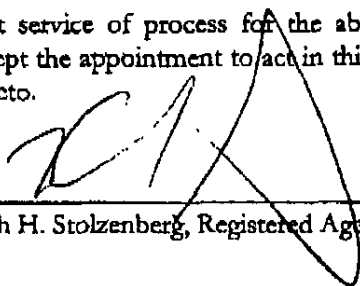


Carlos Diez, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MARKETGRADER.COM CORP., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131, has named Keith H. Stolzenberg, Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Keith H. Stolzenberg, Registered Agent