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Amended and Restated  
Articles of Incorporation  
of  
Diversity Group International, Inc.

**ARTICLE I - NAME and PRINCIPAL ADDRESS**

The name of the corporation is being changed to The Automotive Resource Network Holdings, Inc. (the "Corporation") and the principal business address is 375 Park Avenue, Suite # 260, New York, New York 10152.

**ARTICLE II - REGISTERED OFFICE and AGENT**

The address of its registered office in the State of Florida is 150 North University Drive, Suite # 260, Ft. Lauderdale, FL 33324. The name of the registered agent at such address is Grossman.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE IV - AUTHORIZED SHARES of STOCK**

The total number of shares of stock the Corporation shall have authority to issue is 1,200,000,000, consisting of 1,050,000,000 shares of common stock, par value \$0.001 per share ("Common Stock"), and 150,000,000 shares of "blank check" preferred stock par value \$0.001 per share ("Preferred Stock").

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation (the "Board") prior to the issuance of any shares thereof. Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board prior to the issuance of any shares thereof. The number of authorized shares of Preferred 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 the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of the directors (the "Voting Stock"), 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 Preferred Stock Designation.

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#### ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by the Board, and the directors need not be elected by ballot unless required by the bylaws of the Corporation. The number of directors of the Corporation may be increased or decreased in the manner provided in the Bylaws of the Corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

#### ARTICLE VI - AMENDMENTS

The Corporation reserves the right to amend and repeal any provisions contained in this Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

#### ARTICLE VII - INCORPORATOR

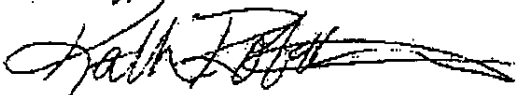
The original incorporator of the Corporation is Steven K. Robertis, whose mailing address is 9311 Forrester Drive, Brandon, FL 34202.

#### ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

THE UNDERSIGNED, being the Chief Executive Officer of the Corporation, for the purpose of Amending and Restating the Articles of Incorporation under the Laws of the State of Florida, does make, files and records this Amended and Restated Articles of Incorporation, does certify that the facts herein stated are true, and accordingly, have hereto set her hand and seal this 26 day of September, 2011.

Sincerely,



Kathleen Robertson,  
Chief Executive Officer

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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>D</u>	<u>Paul Redmayne</u>	<u>375 Park Avenue Suite 2607</u> <u>New York, New York 10152</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>          </u>	<u>                                  </u>	<u>                                  </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>          </u>	<u>                                  </u>	<u>                                  </u>	<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)*

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)*

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The date of each amendment(s) adoption: August 30, 2011 and September 26, 2011

(date of adoption is required)

Effective date if applicable:

(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):

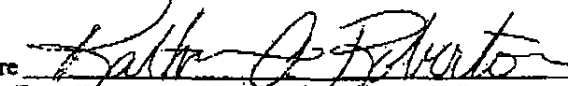
"The number of votes cast for the amendment(s) was/were sufficient for approval

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 September 26, 2011

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)

Kathjeen Robertson

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

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