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*Amend & Rest.*  
C.COULLIETTE

JAN 06 2012

EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Pizza Fusion Holdings, Inc.**

DOCUMENT NUMBER: **P06000140313**

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

Please return all correspondence concerning this matter to the following:

**Jerry Woda**

(Name of Contact Person)

**Pizza Fusion Holdings, Inc.**

(Firm/ Company)

**399 NW 2nd Avenue #216**

(Address)

**Boca Raton, FL 33432**

(City/ State and Zip Code)

**j.woda@pizzafusion.com**

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

For further information concerning this matter, please call:

**Jerry Woda**

(Name of Contact Person)

at ( **954** ) **990-1274**

(Area Code & Daytime Telephone Number)

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

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & | <input checked="" type="checkbox"/> \$43.75 Filing Fee & | <input type="checkbox"/> \$52.50 Filing Fee |
| Certificate of Status                    | Certified Copy                                | Certificate of Status                                    | Certified Copy                              |
|  | (Additional copy is                           | (Additional Copy is                                      |   |
| enclosed)                                |   | 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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PIZZA FUSION HOLDINGS, INC.**

In accordance with Sections 607.1001, 607.1003 and 607.1007 of the Florida business Corporations Act (the "FBCA"), the Board of Directors of PIZZA FUSION HOLDINGS, INC., a Florida corporation (the "Corporation"), hereby amends and restated in its entirety the Corporation's Articles of Incorporation, as amended, as follows:

**ARTICLE I.  
NAME OF CORPORATION**

The name of the corporation is Pizza Fusion Holdings, Inc.

**ARTICLE II.  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office and mailing address of the Corporation is 38 N.W. 2nd Avenue, #216, Boca Raton, FL 33432 and the name of the registered agent of the Corporation at such address is Randy Romano.

**ARTICLE III.  
PURPOSES**

The Corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV.  
CAPITAL STOCK**

A. Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be One Hundred Million (100,000,000) shares, of which (i) Ninety Million (90,000,000) shall be shares of common stock, par value of \$0.001 per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shall be shares of preferred stock, par value \$0.001. Any outstanding or unissued shares of Series A Preferred Stock or Series B Preferred Stock shall, upon the filing of these Amended and Restated Articles of Incorporation, be reclassified as shares of common stock.

B. Common Stock.

(i) Relative Rights. Each share of Common Stock shall have the same rights as and be identical in all respect to all the other shares of Common Stock.

(ii) Voting Rights. Each holder of Common Stock shall have the voting rights set forth in Article V hereof.

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(iii) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Corporation's Board of Directors.

(iv) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation (each such event, a "Liquidation Event"), either voluntary or involuntary, except as otherwise provided for in these Amended and Restated Articles of Incorporation, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock, having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

## **ARTICLE V. VOTING**

A. Common Stock. The holders of outstanding shares of Common Stock shall be entitled to one vote for each held on all matters presented for a vote of the holders of Common Stock.

B. Cumulative Voting. There shall be no cumulation of votes for the election of directors.

## **ARTICLE VI. BOARD OF DIRECTORS**

A. Number of Directors. The number of directors constituting the Corporation's board of directors shall be fixed by the board of directors in accordance with the Corporation's bylaws, but in no event shall be less than four (4) directors or more than eleven (11) directors.

B. Removal. The shareholders of the Corporation may remove one or more directors with or without cause.

C. Personal Liability of the Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article VI(C) (including any provisions within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE VII.**  
**BYLAWS**

Subject to the terms hereof, in furtherance and not in limitation of the powers conferred by statute, the board is expressly authorized to make, alter or repeal the Amended and Restated Bylaws of the Corporation.

**ARTICLE VIII.**  
**MEETINGS OF SHAREHOLDERS**

Meetings of shareholders may be held within or without the State of Florida, as the bylaws may provide. The books of the Corporation may be kept (subject to any provisions contained in applicable statutes) outside the State of Florida at such place or places as may be designated from time to time by the board or in the bylaws of the Corporation. Election of directors need not be by written ballot unless the bylaws of the Corporation so provide. Special meetings of the shareholders, for any purpose or purposes, may be called by the chairman of the board, chief executive officer or president, and shall be called by the chairman of the board, chief executive officer or president at the request in writing of a majority of the board of directors or at the request in writing of the holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. Such written request shall state the purpose or purposes of the proposed meeting.

The presence of the holders, present by person or represented by proxy, of a majority of all votes entitled to be cast on any issue proposed to be considered at a meeting shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise expressly required by statute.

**ARTICLE IX.**  
**INDEMNIFICATION**

The Corporation shall indemnify any and all of its directors, employees and agents or former directors, employees or agents or any person or person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil or criminal, administrative or investigative, and any appeals thereof, to which such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive or any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE X.**  
**POWERS**

This Corporation shall have all of the corporate power enumerated in the FBCA.

**ARTICLE XI.**  
**TERM**

The term of the Corporation is perpetual.

The foregoing Amended and Restated Articles of Incorporation have been duly approved by the board of directors, and the required vote of the Corporation's shareholders in accordance with the Sections 607.1003, 607.1006 and 607.1007 of the FBCA, including the approval of the requisite vote of the Corporation's outstanding shares of Series A Preferred Stock and Series B Preferred Stock, *on Dec. 29, 2011.*

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of 12/29, 2011.

PIZZA FUSION HOLDINGS, INC.

By: 

Name:

Title:

*RANDY ROMANO*  
*President*