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COR AMND/RESTATE/CORRECT OR O/D RESIGN

CONVENTION PLANNING SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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Amended And
Restated Art.
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AMENDED AND RESTATED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF CONVENTION PLANNING SERVICES, INC.

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is Convention Planning Services, Inc.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 2453 Orlando Central Parkway, Orlando, Florida 32809. The mailing address of the Corporation shall be 2453 Orlando Central Parkway, Orlando, Florida 32809.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000), of which one hundred thousand (100,000) shares having a par value of \$0.0001 per share shall be shares of Class A voting

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common stock and nine million nine hundred thousand (9,900,000) shares having a par value of \$0.0001 per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE V - BOARD OF DIRECTORS

- A. The number of Directors of this corporation shall be five (5).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

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C. The names and street addresses of the members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

William A. Tate, Chairman 2931 Summerfield Road
Winter Park, Florida 32792

Helen B. Tate 2931 Summerfield Road
Winter Park, Florida 32792

Sharon L. Decker 212 Robin Lee Road
Oviedo, Florida 32765

Duane A. Latimer 1950 Cove Colony Road
Maitland, Florida 32751

John A. Tate 202 Calliope Street
Ocoee, Florida 34761

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 8th day of September, 2008.

CONVENTION PLANNING SERVICES, INC.

By: 

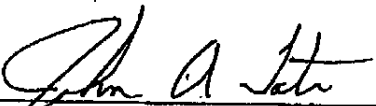
John A. Tate, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONVENTION PLANNING SERVICES, INC.**

I, JOHN A. TATE, being the duly elected, qualified and acting President of Convention Planning Services, Inc. a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President, pursuant to lawful corporate authority, this 27th day of September, 2008.



John A. Tate, President