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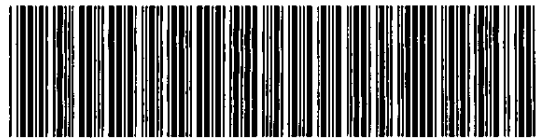
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

MAR 31 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AG Holdings, Inc.

DOCUMENT NUMBER: K94926

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

Please return all correspondence concerning this matter to the following:

Bill J. Ioannou

Name of Contact Person

AG Holdings, Inc.

Firm/ Company

4000 Hollywood Blvd., Suite 540 North

Address

Hollywood, FL 33021

City/ State and Zip Code

bioannou@avantegroup.com

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

For further information concerning this matter, please call:

Bill J. Ioannou

Name of Contact Person

at (954) 987-7180

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AG HOLDINGS, INC.**

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2010 MAR 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I - NAME

The name of this corporation is AG Holdings, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

Section 3.1 The aggregate number of shares which this corporation shall have authority to issue is One Billion (1,000,000,000) shares of common stock (the "Common Stock"), consisting of: (a) ten million (10,000,000) shares of Class A Voting Common Stock, each with a par value of \$.20 per share, to be known as the "Class A Shares" and (b) Nine Hundred Ninety Million (990,000,000) shares of Class B Non-voting Common Stock, each with a par value of \$.001 per share, to be known as the "Class B Shares."

Section 3.2 The Class A and Class B Shares shall have identical rights and preferences, including without limitation equal rights to share in all dividends and other distributions made with respect to the Common Stock; provided, however, that: (i) the Class A Shares shall have the exclusive right to vote on all matters requiring or submitted for approval of the shareholders; and (ii) the Class B Shares shall have no voting rights whatsoever.

Section 3.3 The shares of Common Stock which are issued and outstanding as of the date hereof are Class A Shares.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this corporation shall have no preemptive rights to acquire any unissued or treasury shares of any securities of this corporation upon the sale or issuance of any such shares for cash or otherwise.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial *principal* office of this corporation is:

4000 Hollywood Blvd.
Suite 540N
Hollywood, FL 33021

and the name and address of the initial registered agent of this corporation is:

Name

Address

Corporation Service Company

1201 Hays Street, Suite 105
Tallahassee, FL 32301

ARTICLE VI - COMMENCEMENT

This corporation commenced on the date on which these Articles of Incorporation were originally filed with the Secretary of State.

ARTICLE VII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the Shareholders of this corporation.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

These Amended and Restated Articles of Incorporation were approved by holders of a majority of the outstanding shares of Common Stock of the corporation on March 4, 2010. The number of votes cast to approve these Articles was sufficient for their approval.

[Signature page follows]

IN WITNESS WHEREOF, these Articles are executed by the undersigned officer of the corporation as of the 5th day of March, 2010.

AG HOLDINGS, INC.

By: Harvey L. Lichtman
Harvey L. Lichtman, Treasurer