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*Amend & Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLUB ESTEEM, INC.
(A Florida Not for Profit Corporation)**

Pursuant to Section 617.1002 and 617.1007 of the Florida Statutes, Club Esteem, Inc. ("Club Esteem") by and through its undersigned President, hereby amends and restates its Articles of Incorporation which were originally filed on February 28, 1994, and hereby certifies that on June 13, 2011, the Board of Directors of Club Esteem duly adopted and approved the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation fully and completely amend, restate and supersede all existing Articles of Incorporation of Club Esteem in their entirety. At the time that amendment and restatement was approved by the Board of Directors, Club Esteem had no members.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is CLUB ESTEEM, INC. (hereinafter referred to as "Club Esteem").

**ARTICLE II
DURATION**

The term of the existence of Club Esteem is perpetual.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

A. The specific purposes for which Club Esteem is organized is to give underserved and/or economically disadvantaged youths opportunities for self-development, help in achieving their highest potential, and the encouragement of self-worth feelings.

B. Club Esteem may educate and interact with youths through use of financial and educational resources, health education, drug awareness, teen pregnancy programs, cultural-based history studies and awareness, career counseling, and cultural arts.

C. The general purpose of Club Esteem is to engage in any activity or business permitted under the laws of the United States and the State of Florida by a not-for-profit corporation.

D. Club Esteem shall operate exclusively for charitable, religious, educational and/or scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any

subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended.

E. Except as limited by these Articles, Club Esteem will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with applicable law.

ARTICLE IV LIMITATIONS ON CORPORATE POWER

A. No part of the assets or net earnings of Club Esteem shall inure to the benefit of, nor be distributable to its directors, officers or other private persons, except that Club Esteem shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of Club Esteem shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Club Esteem shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provisions of these Articles, Club Esteem shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, Club Esteem shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of Club Esteem.

ARTICLE V MEMBERS

Club Esteem shall not have members.

ARTICLE VI PRINCIPAL OFFICE

The principal office and mailing address of Club Esteem shall be: 3316 Monroe Street, Melbourne, Florida 32901, but Club Esteem may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

Club Esteem designates 3316 Monroe Street, Melbourne, Florida 32901 as the street address of the registered office of Club Esteem. Club Esteem designates Elena L. Little as Club Esteem's registered agent at that address.

**ARTICLE VIII
BOARD OF DIRECTORS**

The business and affairs of Club Esteem shall be managed under the direction of the Board of Directors. The authorized number of Directors shall consist of not less than three (3) members, as may be determined from time to time by the Board of Directors as provided in the By-Laws of Club Esteem. The method of election or appointment of the Board of Directors shall be fixed and governed by the By-Laws of Club Esteem.

**ARTICLE IX
DISSOLUTION**

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, Club Esteem must file articles of dissolution in compliance with Section 617, Florida Statutes.

Upon the dissolution of Club Esteem, the Board of Directors shall, after paying or making provisions for the payment of the liabilities of Club Esteem, dispose of all the assets of Club Esteem exclusively for the purposes of Club Esteem in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of Club Esteem is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
BY-LAWS**

The By-Laws of Club Esteem shall be adopted by the Board of Directors, and thereafter such By-Laws may be amended or rescinded by the Board of Directors as provided in the By-Laws.

ARTICLE XI INDEMNIFICATION

Every Board member and every officer of Club Esteem shall be indemnified by Club Esteem against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Board member or officer of Club Esteem, except in such cases wherein the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being the best interest of Club Esteem. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE XII AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) or more of the entire Board of Directors.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 19th day of September, 2011, and hereby acknowledge that these Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors at a meeting held on June 13, 2011, for the purpose of amending and restating these Articles of Incorporation. At the time that this amendment and restatement was approved by the Board of Directors, Club Esteem had no members.

CLUB ESTEEM, INC.

By: 
Name: Brett Schuster
Title: President

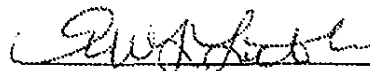
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent in the State of Florida.

1. The name of the corporation is CLUB ESTEEM, INC.
2. The name and address of the registered agent and office is:

ELLENA L. LITTLE
3316 Monroe Street
Melbourne, FL 32901

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT OF CLUB ESTEEM, INC. AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR CLUB ESTEEM, INC.



ELLENA LITTLE
Registered Agent

September 12, 2011