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THINKING CRAFT, INC.

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ARTICLES OF RESTATEMENT  
OF  
THINKING CRAFT, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended and restated.

1. The name of the corporation is Thinking Craft, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

### CERTIFICATE

It is hereby certified that:

1. The annexed amendment and restatement (the "Amended and Restated Articles of Incorporation") contains amendments to the Articles of Incorporation of the corporation filed with the Department of State of the State of Florida (the "Department of State") on February 14, 2000, as further amended by the Articles of Amendment to Articles of Incorporation of the corporation filed with the Department of State on September 18, 2000, and the Articles of Amendment to Articles of Incorporation of the corporation filed with the Department of State on October 13, 2000 (collectively, the "Articles of Incorporation"), which required shareholder approval.

2. Articles II, V, IX and X of the Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in articles II, V, VII and IX of the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof. Articles VII (Initial Board of Directors) and VIII (Incorporators) of the Articles of Incorporation are deleted in their entirety. A new Article X is added to read as set forth in the Amended and Restated Articles of Incorporation.

3. The date of adoption of the Amended and Restated Articles of Incorporation was February 8, 2007.

4. Only one voting group of shareholders was entitled to vote on the said Amended and Restated Articles of Incorporation.

5. The number of votes cast for the said Amended and Restated Articles of Incorporation by the said voting group of shareholders was sufficient for the approval thereof.

Executed on February 8, 2007.

THINKING CRAFT, INC.

By: 

Mark Knobel, President

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THINKING CRAFT, INC.**

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation (hereinafter called the "Corporation") is Thinking Craft, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1909 Tyler Street, Suite #500, Hollywood, Florida 33020.

**ARTICLE III**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

**ARTICLE V**

**CAPITAL STOCK**

A. The Corporation is authorized to issue two classes of shares to be designated respectively Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 170,000,000. The total number of shares of Common Stock the Corporation shall have authority to issue is 150,000,000. The total number of shares of Preferred Stock the Corporation shall have authority to issue is 20,000,000. The Common Stock shall have a par value of \$0.001 per share and the Preferred Stock shall have a par value of \$0.001 per share.

B. The shares of Preferred Stock may be issued from time to time in one or more series. Subject to compliance with applicable protective voting rights that may be granted to the Preferred Stock or series thereof in a resolution or resolutions of the board of directors of the

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Corporation (the "Board of Directors") providing for the issue of such series (the "Protective Provisions"), the Board of Directors is expressly authorized to provide for the issue, in one or more series, of all or any of the remaining shares of Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. Subject to compliance with applicable Protective Provisions, the Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issue of shares in such series, but not below the number of shares of such series then outstanding. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE VI

##### REGISTERED AGENT

The name of the Corporation's registered/resident agent in the State of Florida is Mark Knobel and the street and mailing address of said registered/resident agent where process may be served on the Corporation is 1110 N.E. 169<sup>th</sup> Terrace, North Miami Beach, Florida 33162.

#### ARTICLE VIII

##### BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power, both before and after receipt of any payment for any of the Corporation's capital stock, to adopt, amend, repeal or otherwise alter the Bylaws of the Corporation without any action on the part of the shareholders; provided, however, that the grant of such power to the Board of Directors shall not divest the shareholders of nor limit their power, to adopt, amend, repeal or otherwise alter the Bylaws.

#### ARTICLE IX

##### AMENDMENT

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on shareholders herein are granted subject to this reservation; provided, however, that the Corporation shall not divest the shareholders of any right contained in these Amended and Restated Articles of Incorporation unless such right is expressly prohibited by applicable law.

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ARTICLE X

INDEMNIFICATION

The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Statutes. Any amendment, repeal or modification of any provision of this Article X by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.