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CREATIVE LOAFING, INC.

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Amended And Restated Art
7/20/2007

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

CREATIVE LOAFING, INC.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), CREATIVE LOAFING, INC. adopts these Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is CREATIVE LOAFING, INC.

SECOND: The Corporation's Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of the Corporation is CREATIVE LOAFING, INC.

ARTICLE II. BUSINESS AND ACTIVITIES

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 1,884,532 shares of Common Stock having a par value of \$0.001 per share ("Common Stock"). The Common Stock shall be divided into 4 classes, as follows:

(A) Class A Common Stock. There shall be authorized 155,628 shares of the Class A Common Stock (the "Class A Common Stock").

(B) Class B Common Stock. There shall be authorized 267,817 shares of the Class B Common Stock (the "Class B Common Stock").

(C) Class C Common Stock. There shall be authorized 461,087 shares of the Class C Common Stock (the "Class C Common Stock").

(D) Class D Common Stock. There shall be authorized 1,000,000 shares of the Class D Common Stock (the "Class D Common Stock").

3.2 Common Stock.

(A) Relative Rights. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(B) Voting Rights.

(1) Each share of Class A Common Stock shall be entitled to Four and 77/100 (4.77) votes per share, and each share of Class B Common Stock and Class C Common Stock shall be entitled to one (1) vote per share.

(2) Except as otherwise provided in these Articles of Incorporation, each share of Class A Common Stock, Class B Common Stock and Class C Common Stock shall be entitled to vote for all corporate purposes.

(3) Each share of Class D Common Stock shall not be entitled to any vote for the election of directors of the Corporation or for any other corporate purposes.

(C) Preemptive Rights.

Except as provided herein to the contrary, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

(D) Dividends. The holders of record of the Common Stock shall be entitled to receive dividends, when, as, and if declared by the Board of Directors of the Corporation, out of any assets legally available for the payment of dividends thereon.

(E) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding shall become entitled to participate, pro rata based on the number of shares of Common Stock held by each such holder, in the distribution of assets of the Corporation remaining after the Corporation shall have paid or provided for payment of all debts and liabilities of the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Number and Term. The number of directors of the Corporation shall be such number as may be determined from time to time in accordance with the Bylaws of the Corporation, but in no event shall the number of directors of the Corporation be less than one.

ARTICLE V. ACTION BY SHAREHOLDERS

5.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of at least twenty-five percent (25%) of the total number of votes of any class of outstanding shares of capital stock of the Corporation entitled to vote in the election of directors, voting together as a single class.

5.2 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is signed by the holders of all the shares of Common Stock entitled to vote thereon.

ARTICLE VI. INDEMNIFICATION

6.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to such amendment), indemnify all of the Corporation's officers and directors, all of the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable Expenses incurred thereby in any proceeding to which any such Director or Officer is a Party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director or Officer under this Article VI. For purposes of this Article VI, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the Corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Article VI and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article VI are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties. No amendment to or repeal of this Article VI shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE VII. AMENDMENTS

7.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles III, IV, V, VI, or this Article VII of these Articles of Incorporation or the Bylaws. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered.

7.2 Bylaws. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal the Bylaws of the Corporation.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The address of the Registered Office of the Corporation is 810 North Howard Avenue, Tampa, Florida 33606, and the Registered Agent at such address is Benjamin A. Eason.


ARTICLE IX. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Principal Office of the Corporation and its mailing address is 810 North Howard Avenue, Tampa, Florida 33606. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

9.1. The foregoing amendment and restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation by a written consent of shareholders pursuant to Section 607.0704 of the FBCA, and the number of votes cast by the shareholders was sufficient for approval.

9.2. The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 20th day of July, 2007.


Benjamin A. Eason
President

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article 8 of the foregoing Amended and Restate Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Creative Loafing, Inc.

DATED: July 20th, 2007.



Benjamin A. Eason
810 North Howard Avenue
Tampa, Florida 33606