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CAPITAL CONNECTION

NO. 6265 P. 1

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2B, INC.

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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NO.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
2B, INC.**

2B, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, who filed its original Articles of Incorporation on October 2, 2001

DOES HEREBY CERTIFY:

That the Board of Directors and Stockholders of 2B, Inc., by written consent of its members and stockholders, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, duly adopted resolutions setting forth a proposed amendment to the Articles of Incorporation of said Corporation and setting forth a proposed restatement of the Articles of Incorporation of said Corporation pursuant to Section 607.1003 of the Florida Business Corporation Act, declaring said amendment and restatement of the Articles of Incorporation to be advisable. The resolution setting forth the proposed amendment and restatement of the Articles of Incorporation is as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended and restated so that, as amended, the Articles of Incorporation of this Corporation shall be and read, in its entirety, as follows:

ARTICLE I

The name of the corporation shall be:

FRANK WORLDWIDE, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is 10,000,000 shares, of which 5,000,000 shares shall be Common Voting Stock, no par value (the "Voting Stock"), and 5,000,000 shares shall be Non-Voting Stock, no par value (the "Non-Voting Stock"). The only difference between the Voting Stock and the Non-Voting Stock is that the Non-Voting Stock shall not be entitled to a vote on any matter to which stockholders may otherwise be entitled to vote.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved according to law.

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ARTICLE V

The principal office of the corporation shall be at: 4040 NE 2nd Avenue, Suite 402, Miami, Florida 33137. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries.

ARTICLE VI

The affairs of the Corporation shall be managed by its board of directors. The board of directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, these Articles of Incorporation, or the bylaws.

The manner of election or appointment of directors shall be provided in the bylaws. Election of directors need not be by written ballot unless the bylaws so provide. The number of directors shall be set in the manner provided in the bylaws, but in no event shall there be fewer than one (1) director.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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

ARTICLE VIII

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph, nor the adoption of any provision of these Articles of Incorporation inconsistent with this paragraph, shall eliminate or reduce the effect of this paragraph on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director, occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The private property, whether real or personal, of directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, said 2B, Inc. has caused this Amended and Restated Articles of Incorporation to be signed by Brett Malden, its President and Secretary, this 7th day of March, 2007.

2B, INC.

By: 

Brett Malden
President and Secretary

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