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(Document Name)
From: (863) 679-9595
Yvonne Bunce
Atlantic Blue Group, Inc.
122 East Tillman Avenue
Lake Wales, FL 33853

(City/State/Zip/Phone #)

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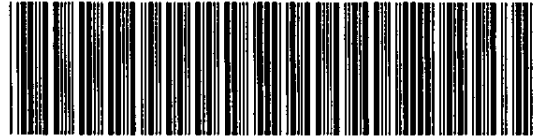
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Amended &
Restated
Articles
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atlanticblue

January 30, 2013

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Atlantic Blue Group, Inc. Doc. No. P02000062584

Dear Sir/Madam;

Please find enclosed for Atlantic Blue Group, Inc. Articles of Amendment and Restatement and a check in the amount of \$43.75 for the filing fee and to receive a certified copy.

If you have any questions you can contact me at 863 679 9595.

Yours sincerely,



Yvonne Bunce
Corporate Secretary
Atlantic Blue Group, Inc.

Enclosures: Check no. 10214 \$43.75
Articles of Amendment and Restatement

ATLANTIC BLUE GROUP, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the applicable provisions of the Florida Statutes, Atlantic Blue Group, Inc., a Florida corporation, does hereby amend and restate its Articles of Incorporation, as amended.

1. The name of the corporation whose Articles of Incorporation, as amended are being amended and restated by these Articles of Amendment and Restatement is Atlantic Blue Group, Inc., a Florida corporation.

2. The Amended and Restated Articles of Incorporation of Atlantic Blue Group, Inc., a Florida corporation, shall read as follows:

**"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ATLANTIC BLUE GROUP, INC.**

The undersigned does hereby make, subscribe and file these Amended and Restated Articles of Incorporation:

ARTICLE I – NAME OF CORPORATON

The name of this Corporation is Atlantic Blue Group, Inc.

ARTICLE II – CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is six hundred seventy-five thousand (675,000), of which six hundred thousand (600,000) shares, having a par value of One Dollar (\$1.00) per share, shall be shares of Class A Nonvoting Common Stock and seventy-five thousand (75,000) shares, having a par value of One Dollar (\$1.00) per share, shall be shares of Class B Voting Common Stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class are as follows:

Each holder of Class B Voting Common Stock of this Corporation shall be entitled to one (1) vote for each share of Class B Voting Common Stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class A Nonvoting Common Stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class A Nonvoting Common Stock shall be identical in all respects to those of the shares of Class B Voting Common Stock. Accordingly, each share of Common Stock, both

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Class A Nonvoting and Class B Voting, shall receive equal dividends if and when declared by the Board of Directors, and, in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A Nonvoting Common Stock and Class B Nonvoting Common Stock in proportion to the number of shares held by the holders of such shares.

ARTICLE III – PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE IV – INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

The Corporation shall indemnify and hold harmless its directors, officers, employees, agents and committee members to the fullest extent authorized or permitted by the laws of the State of Florida, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, employee, agent or committee member and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; *provided, however, that*, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director, officer, employee, agent or committee member (or his or her heirs, executors or personal or legal representatives) in connection with any suit, action or proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article IV shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon receipt by the Corporation of an undertaking by or on behalf of the person receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this Article IV.

The rights to indemnification and to the advancement of expenses conferred in this Article IV shall not be exclusive of any other right which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation (as now or hereafter in effect), the Bylaws (as now or hereafter in effect), any statute, agreement, vote of shareholders or disinterested directors, or otherwise.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director, officer, employee, agent or committee member against any liability which may be asserted against him or her or incurred by him or her or on his or her behalf in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

No amendment, modification, alteration, change, supplement or repeal of all or any portion of this Article IV, nor the amendment, modification, alteration, change, supplement or repeal of all or any portion of the Bylaws, inconsistent with the provisions of this Article IV shall

adversely affect the rights to indemnification and to the advancement of expenses of a director, officer, employee, agent or committee member existing at the time of such amendment, modification, alteration, change, supplement or repeal with respect to any act or omission occurring prior to the time of such amendment, modification, alteration, change, supplement or repeal.

ARTICLE V – DATE OF EXISTENCE

This Corporation shall exist perpetually.”

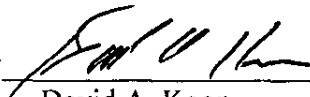
3. The foregoing Amended and Restated Articles of Incorporation of Atlantic Blue Group, Inc., a Florida corporation, shall supersede the Articles of Incorporation, as amended, of Atlantic Blue Group, Inc.

4. These Articles of Amendment and Restatement of Atlantic Blue Group, Inc., a Florida corporation, were required to be approved by the Board of Directors and the shareholders of the corporation. These Articles of Amendment and Restatement were duly adopted by the unanimous written consent of the directors of Atlantic Blue Group, Inc., a Florida corporation, dated as of January 15, 2013 and by the written consent of the holders more than majority of number of the issued and outstanding shares of Class B Voting Common Stock of Atlantic Blue Group, Inc., a Florida corporation, effective as of January 30, 2013.

5. The only voting group entitled to vote on the amendments contained in these Articles of Amendment and Restatement was the holders of shares of Class B Voting Common Stock of Atlantic Blue Group, Inc., a Florida corporation. The number of votes cast in favor of such amendment by the members of such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the corporation, by and through its undersigned director and officer thereunto duly authorized, has executed these Articles of Amendment and Restatement on January 30, 2013.

Atlantic Blue Group, Inc.

By 
David A. Koon,
Chief Executive Officer