

# P03000085177

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax andit number (shown below) on the top and bottom of all pages of the document.**

((H03000315801 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 222-9428

FILED  
03 NOV 12 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
03 NOV 14 AM 11:00  
DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**FOOD BOYZ, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Please keep original  
filing date of Nov. 12  
Thanks - Brigham CT

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 13, 2003

FOOD BOYZ, INC.  
717 S. HOWARD AVENUE  
TAMPA, FL 33606

SUBJECT: FOOD BOYZ, INC.  
REF: P03000085177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000315801  
Letter Number: 603A00061714

FILED  
03 NOV 12 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION  
OF**

**Food Boyz, Inc.**

The Certificate of Incorporation of Food Boyz, Inc. was originally filed with the Secretary of State of the State of Florida on August 1, 2003. This Amended and Restated Certificate of Incorporation was duly proposed by the Board of Directors and adopted by the Stockholders of Food Boyz, Inc. on Nov. 10, 2003 by the provisions of the General Corporation Law of the State of Florida. The Certificate of Incorporation of Food Boyz, Inc. is hereby amended and restated to read in full as follows:

**ARTICLE I**

The name of the corporation is "FoodBoyz, Inc."

**ARTICLE II**

**2.1. Authorized Capital**

The total number of shares that this corporation is authorized to issue is 120,000,000, consisting of 100,000,000 shares of Common Stock having a par value of \$0.001 per share and 20,000,000 shares of Preferred Stock having a par value of \$0.001 per share. The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

**2.2. Issuance of Preferred Stock by Class and in Series**

The Preferred Stock may be issued from time to time in one or more classes and one or more series within such classes in any manner permitted by law and the provisions of this Certificate of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend the designation, preferences, limitations and relative rights of the shares (including, without limitation, such matters as dividends, redemption, liquidation, conversion and voting) of any class or series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any class or series, the Board of Directors shall further have the authority, after the issuance of shares of a class or series whose number it has designated, to amend the resolution establishing such class or series to decrease the number of shares of that class or series, but not below the number of shares of such class or series then outstanding.

**ARTICLE III**

The purpose of this corporation is to engage in any business, trade or activity that may lawfully be conducted by a corporation organized under the General Corporation Law of the State of Florida.

(hereinafter, "applicable corporate law") and to engage in any and all such activities as are incidental or conducive to the attainment of the foregoing purpose or purposes.

#### **ARTICLE IV**

Except as may be authorized pursuant to Section 2.2 of Article II, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

#### **ARTICLE V**

The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

#### **ARTICLE VI**

##### **6.1. Number of Directors**

The Board of Directors shall be composed of not less than one nor more than nine Directors. The specific number of Directors shall be set by resolution of the Board of Directors or, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office. The number of Directors of this corporation may be increased or decreased from time to time in the manner provided herein, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

##### **6.2. Classification of Directors**

The Directors shall be divided into three classes, with each class to be as nearly equal in number as possible, as specified by resolution of the Board of Directors or, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office. The term of office of Directors of the first class shall expire at the first annual meeting of stockholders after their election. The term of office of Directors of the second class shall expire at the second annual meeting after their election. The term of office of Directors of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification, a number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. Absent his or her death, resignation or removal, a Director shall continue to serve despite the expiration of the Director's term until his or her successor shall have been elected and qualified or until there is a decrease in the number of Directors.

##### **6.3. Removal of Directors**

The stockholders may remove one or more Directors with or without cause, but only at a special meeting called for the purpose of removing the Director or Directors, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director or Directors.

##### **6.4. Vacancies on Board of Directors**

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Board of Directors may fill the vacancy, or, if the Directors in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors in office. The stockholders may fill a vacancy only if there are no Directors in office.

#### **ARTICLE VII**

This corporation reserves the right to amend or repeal any of the provisions contained in this Certificate of Incorporation in any manner now or hereafter permitted by the applicable corporate law, and the rights of the stockholders of this corporation are granted subject to this reservation.

#### **ARTICLE VIII**

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation, subject to the power of the stockholders to amend or repeal such Bylaws. The stockholders shall also have the power to amend or repeal the Bylaws of this corporation and to adopt new Bylaws.

#### **ARTICLE IX**

##### **9.1. Stockholder Actions**

Subject to any limitations imposed by applicable securities laws, any action required or permitted to be taken at a stockholders meeting may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

##### **9.2. Number of Votes Necessary to Approve Actions**

Whenever applicable corporate law permits a corporation's certificate of incorporation to specify that a lesser number of shares than would otherwise be required shall suffice to approve an action by stockholders, this Certificate of Incorporation hereby specifies that the number of shares required to approve such an action shall be such lesser number.

##### **9.3. Special Meetings of Stockholders**

So long as this corporation is a public company, special meetings of the stockholders of the corporation for any purpose may be called at any time by the Board of Directors, if the Directors in office constitute fewer than a quorum of the Board of Directors, by the affirmative vote of a majority of all the Directors in office, but such special meetings may not be called by any other person or persons.

##### **9.4. Quorum for Meetings of Stockholders.**

Except with respect to any greater requirement contained in this Certificate of Incorporation or the applicable corporate law, one-third of the votes entitled to be cast on a matter by the holders of shares that, pursuant to the Certificate of Incorporation or the applicable corporate law, are entitled to vote and be counted collectively upon such matter, represented in person or by proxy, shall constitute a quorum of such shares at a meeting of stockholders.

#### ARTICLE X

To the full extent that applicable corporate law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the personal liability of Directors, a Director of this corporation shall not be liable to this corporation or its stockholders for monetary damages for conduct as a Director. Any amendments to or repeal of this Article X shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

#### ARTICLE XI

##### 11.1. Indemnification.

The corporation shall indemnify its directors to the full extent permitted by applicable corporate law now or hereafter in force. However, such indemnity shall not apply if the director did not (a) act in good faith and in a manner the director reasonably believed to be in or not opposed to the best interests of the corporation, and (b) with respect to any criminal action or proceeding, have reasonable cause to believe the director's conduct was unlawful. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate Board resolution or contract.

##### 11.2. Authorization.

The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

##### 11.3. Insurance.

The corporation shall have the power, exercised by authority of the Board of Directors, to purchase and maintain insurance on behalf of any person to whom indemnity is provided under and through this Article XI to the full extent permitted by applicable corporate law now or hereafter in force.

##### 11.4. Effect of Amendment.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**ARTICLE XII**

The corporation's registered office in the State of Florida is to be located at, 717 South Howard Avenue, City of Tampa and County of Hillsborough, Florida.

**ARTICLE XIII**

This Amended and Restated Certificate of Incorporation shall become effective upon filing.

On Behalf of the Corporation by:

  
Edward G. Sipple, President