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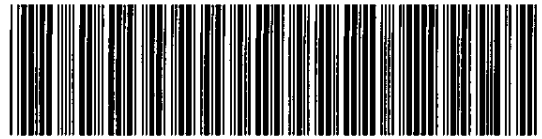
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Restated Art.

FILED
08 FEB 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 20 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: National Loss Consultants, Inc.

DOCUMENT NUMBER: P03000091294

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrew I. Telsey

(Name of Contact Person)

Andrew I. Telsey, P.C.

(Firm/ Company)

12835 E. Arapahoe Road, Tower One, Penthouse #803

(Address)

Englewood, CO 80112

(City/ State and Zip Code)

For further information concerning this matter, please call:

Darlene D. Kell

(Name of Contact Person)

at (303) 768-9221

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

**Restated
Articles of Incorporation**

FILED
08 FEB 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

NATIONAL LOSS CONSULTANTS, INC.

**Article I
Corporate Name**

The name of this corporation shall be "National Loss Consultants, Inc."

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 633 N.E. 167th Street, Suite 725, North Miami Beach, Florida 33162.

**Article III
Nature of Corporate Business**

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and is organized for the following general purposes:

To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and

To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

**Article IV
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is 200,000,000, of which 25,000,000 shall be Preferred Shares, \$.001 par value per share, and 175,000,000 shall be Common Shares, \$.001 par value per share, and the designations, preferences, limitations and relative rights of the shares of each such class are as follows:

(A) Preferred Shares

The corporation may divide and issue the Preferred Shares into series. Preferred Shares of each series, when issued, shall be designated to distinguish it from the shares of all other series of the class of Preferred Shares. The Board of Directors is hereby expressly vested with authority to fix and determine the relative rights and preferences of the shares of any such series so established to the fullest extent permitted by these Articles of Incorporation and the laws of the State of Florida in respect to the

following:

- (a) The number of shares to constitute such series, and the distinctive designations thereof;
- (b) The rate and preference of dividend, if any, the time of payment of dividend, whether dividends are cumulative, and the date from which any dividend shall accrue;
- (c) Whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (d) The amount payable upon shares in the event of involuntarily liquidation;
- (e) The amount payable upon shares in the event of voluntary liquidation;
- (f) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- (g) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (h) Voting powers, if any; and
- (i) Any other relative right and preferences of shares of such series, including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject.

(B) Common Shares

Holders of the Common Shares have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Florida Business Corporation Act, and further are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding.

Article V
Term of Existence

This Corporation shall have perpetual existence.

Article VI
Registered Agent

The Registered Agent and the street address of the Registered Office of the Corporation in the State of Florida is:

Abraham Blumberg
633 N.E. 167th Street, Suite 725
North Miami Beach, Florida 33162

Article VII
Incorporator

The name and street address of the original Incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

Article VIII
Management

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be more than nine (9) nor less than one (1).

Article IX
Cumulative Voting

Cumulative voting shall not be permitted in the election of directors or otherwise.

Article X
Shareholder Voting

Except as the bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the votes entitled to be cast on any matter by each voting group entitled to vote on a matter shall constitute a quorum of that voting group for action on that matter at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act, with respect to action on amendment to these Restated Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the corporation, on the granting of consent to the disposition of property by an entity controlled by the corporation, and on the dissolution of the corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

Article XI
Management Conduct

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of, and not in limitation or exclusion of, the powers conferred by law.

(A) Conflicting Interest Transactions.

As used in this paragraph, "conflicting interest transactions" means any of the following: (i) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest; (ii) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (iii) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose, if: (a) the material facts as to the director's relationship or interest in the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or the board of directors' committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, without counting the votes or consents of such interested directors; or (b,) the material facts as to the director's relationship or interest in the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (c) a conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. If a majority of directors who have no such relationship or interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action.

(B) Loans and Guarantees for the Benefit of Directors.

The corporation may lend money to, guarantee any obligation of, or otherwise assist any officer, director, or employee of the corporation or of a subsidiary, when, in the sole judgment of the board of directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. Such loan, guaranty or other assistance may be with or without interest and may be unsecured or secured, including a pledge of shares of stock of the corporation.

(C) Indemnification.

The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity or employee benefit plan as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

(D) Limitation on Director's Liability.

No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for

monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of the 2007 Florida Statutes § 607.0834 or the Articles of Incorporation if it is established that the director did not perform his duties in compliance with the 2007 Florida Statutes § 607.0830, provided that the personal liability of a director in these circumstances shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of the 2007 Florida Statutes § 607.0830 or the Articles of Incorporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

(E) Negation of Equitable Interests in Shares or Rights.

Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to the Florida Business Corporation Act, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Florida Business Corporation Act, including without limitation all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person including without limitation, a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares or is recognized pursuant to the Florida Business Corporation Act or any similar applicable law, he shall not be entitled: (i) to receive notice of the meetings of the shareholders; (ii) to vote at such meetings; (iii) to examine a list of the shareholders; (iv) to be paid dividends or other distributions payable to shareholders; or (v) to own, enjoy and exercise any other rights deriving from such shares against the corporation. Nothing contained herein will be construed to deprive any beneficial shareholder, as defined in the Florida Business Corporation Act or any subsequent law, of any right he may have pursuant thereto.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Restated Articles of Incorporation on the 31 day of JANUARY, 2008.

NATIONAL LOSS CONSULTANTS, INC.

By: 

Abraham Blumberg, President
and Chief Executive Officer

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, 2007 Florida Statutes, National Loss Consultants, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 633 N.E. 167th Street, Suite 725, North Miami Beach, Florida 33162, has named Abraham Blumberg, whose address is 633 N.E. 167th Street, Suite 725, North Miami Beach, Florida 33162, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said Corporation.



Abraham Blumberg

Restated

Articles of Incorporation
of

NATIONAL LOSS CONSULTANTS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
08 FEB 19 PM 12:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P03000091294

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Not Applicable

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED – (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The entire Articles of Incorporation are hereby stricken and the annexed Restated Articles of Incorporation adopted in their place and stead.

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate (N/A))

N/A

The date of each amendment(s) adoption: January 30, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendments(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.


G The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

G The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

G The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Abraham Blumberg
(typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35