

P04000038837

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

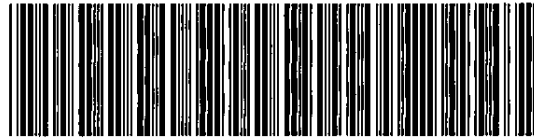
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T Lewis

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06 JUN -9 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/04/06--01033--006 **43.75

**The FreeGirl Family
1913 N. Walton Boulevard, Suite 1
Bentonville, AR 72712
(888)535-5205.**

June 5, 2006

Ms. Thelma Lewis
Document Specialist Supervisor
Florida Department of State – Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

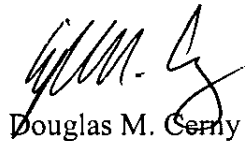
Re: SUBJECT: FREEGIRL APPAREL, INC.
Ref. Number: P04000038837
Letter number: 306A00023370

Dear Ms. Lewis:

Following up on our conversation of this morning, enclosed is the Certificate of Secretary of FreeGirl Apparel, Inc. certifying that the amended and restated articles of incorporation required shareholder approval and that the requisite votes required of the shareholders was obtained on March 4, 2006.

Please file the enclosed Amended and Restated Articles of Incorporation and return a filed copy to the Company at the address provided above. If you have any questions please contact me at 479-531-0841 or through the Company general voice mail system at the phone number provided above.

Sincerely,



Douglas M. Cerny



The FreeGirl Family
North Walton Blvd. Suite 1
Bentonville, AR 72712

TEL: 479.631.6606/1913
FAX: 479.631.6607

Division of Corporations
Public Access Accounts
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

March 30, 2006

Subject: FreeGirl Apparel, Inc

To Whom It May Concern:

Enclosed are the Amended and Restated Articles of Incorporation of FreeGirl Apparel, Inc. together with a check in the amount of \$43.75 for:

Filing Fees for amended articles	\$35.00
Certified copy	\$ 8.75
Total of Check	\$43.75

Please file the amended articles and send the certified copy of the amended articles to:

FreeGirl Apparel, Inc.
Attn: Maxie Carpenter
1913 N. Walton Blvd Suite 1
Bentonville, AR 72712

Should there be any questions please feel free to contact:

Dee Hoffman at d.j.hoffman@sbcglobal.net
Phone: 479-631-6606 fax 479-631-6607 or cell 479-381-4662

Sincerely,

Harold Harvey
Chief Executive Officer



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 6, 2006

DEE HOFFMAN
THE FREEGIRL FAMILY
1913 N. WALTON BLVD., SUITE 1
BENTONVILLE, AR 72712

SUBJECT: FREEGIRL APPAREL INC.
Ref. Number: P04000038837

We have received your document for FREEGIRL APPAREL INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 306A00023370

**CERTIFICATE
OF
THE SECRETARY
OF
FREEGIRL APPAREL, INC.**

FILED
06 JUN -9 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Secretary of the Board of Directors (the "Board") of FreeGirl Apparel, Inc. (the "Company") hereby certifies as follows:

The Amended and Restated Articles of Incorporation of the Company:

- contains an amendment that requires shareholder approval;
- were adopted by the shareholders on March 4, 2006; and
- were approved by the affirmative vote of the requisite number of shareholders required for such an amendment.

Executed and certified this 27th day of May, 2006.



Douglas M. Cerny, Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FREEGIRL APPAREL, INC.

ARTICLE I
NAME

The name of the Corporation is: FREEGIRL APPAREL, INC.

ARTICLE II
ADDRESSES

The Corporation's principal office address is 1913 N. Walton Boulevard, Suite 1, Bentonville, AR 72712.

The mailing address of the Corporation is 1913 N. Walton Boulevard, Suite 1, Bentonville, AR 72712.

ARTICLE III
NATURE OF BUSINESS

The Corporation shall enjoy all rights, powers and privileges conferred upon the corporations by the constitution and laws of the State of Florida.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

Section A. The maximum number of shares of all classes of stock which the Corporation is authorized to issue or to have outstanding at any time shall be 26,000,000 shares, which shall be divided as follows:

(1) Not more than 25,000,000 shares of Common Stock of no par value per share (which shall be designated "Common Stock"); and

(2) Not more than 1,000,000 shares of Preferred Stock of no par value per share (which shall be designated "Preferred Stock").

Section B. Each holder of Common Stock shall have one vote per share of such stock held, upon the payment of the consideration fixed for the issuance of said stock,

whether such payment is made in money or in property to be exchanged therefore at a reasonable valuation. Said stock shall be fully paid and non-assessable.

Section C. Holders of Common Stock shall not have preemptive rights to purchase additional shares of Common Stock or other securities of the Corporation whether or not such stock or other securities are issued for cash. Holders of securities other than Common Stock shall not have any preemptive or other right to subscribe for, or right of conversion into Common Stock, Preferred Stock, or other stock or securities of the Corporation, except such rights, if any, as may be expressly granted by the Board of Directors.

Section D. The designations, powers, preferences, and rights, and the qualifications, limitations, or restrictions of the Preferred Stock shall be as follows:

Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payment shall be made to the holders of Common Stock.

The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers and with such designations, preferences and relative participating, optional or other rights, qualifications, limitations or restrictions, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment thereto or prohibited by law, including the following:

(1) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors; and

(2) The rate or manner of payment of dividends on shares of each such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(3) Whether the shares of such series can be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, and the terms and conditions of redemption; and

(4) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(5) The sinking fund provisions, if any, for the redemption or purchase of shares of such series; and

(6) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, or any other securities, and the terms and conditions of such conversion or exchange; and

(7) The voting rights, if any, whether full or limited, of the shares of such series; provided, however, that the voting rights of such Preferred Stock shall not exceed one vote per share thereof and no share shall have any voting rights until the payment therefore shall have been received by the Corporation.

Except in respect of the particulars that may be fixed by the Board of Directors as provided above in this Article III, Section D, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V SHAREHOLDER VOTES ON CERTAIN MATTERS

(a) The affirmative vote of a majority of all the shares of Common Stock outstanding and entitled to vote shall be required to approve any of the following:

(i) any merger or consolidation of the Corporation with or into any other corporation except in the case of a merger into the Corporation of a subsidiary of the Corporation 90% or more of which is owned by the Corporation and which does not require a vote of shareholders of either corporation pursuant to the laws of the State of Florida;

(ii) any share exchange in which a corporation, person, or entity acquires the issued or outstanding shares of stock of this Corporation pursuant to a vote of stockholders of the Corporation;

(iii) any sale, lease, exchange or other transfer of all, or substantially all, of the assets of this Corporation to any other corporation, person or entity; or

(iv) any amendment to these Articles of Incorporation.

Such affirmative votes shall be in lieu of the vote of shareholders otherwise required by law.

(b) Shareholder approval shall be required for all matters requiring shareholder approval by any applicable listing requirements of the securities exchange or exchanges on which securities issued by the Corporation are listed.

ARTICLE VI Term of Existence

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII Board of Directors

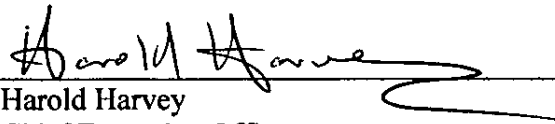
The business and the affairs of the Corporation shall be managed by, or under the direction of a Board of Directors comprised as follows:

(i) The number of directors shall consist of not less than one nor more than thirteen members, the exact number of which shall be fixed from time to time in accordance with the Bylaws of the Corporation.

(ii) The members of the Board of Directors may be divided into classes. Each Class shall consist, as nearly as may be possible, of an equal number of directors. Classes shall serve for such terms as set by Board of Directors and approved at each succeeding annual meeting of shareholders. If the number of directors has changed, any increase or decrease shall be appointed among the Classes so as to maintain the number of directors in each Class as nearly equal as possible, and any additional director of any Class elected to fill a vacancy resulting from an increase in such a Class shall hold office until the next meeting of shareholders for the election of directors at which time they shall stand for election for the remaining term of such Class, unless otherwise required by law, but in no case shall a decrease in the number of directors in a Class shorten the term of an incumbent director

(iii) A director shall hold office until the date of the annual meeting of shareholders upon which his/her term expires and until his/her successor shall be elected and qualified, subject, however, to his/her prior death, resignation, retirement, disqualification or removal from office. A director may be removed from office only for cause and at a meeting of shareholders called expressly for that purpose, by a vote of the holders of a majority of the shares entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29th day of March, 2006.


Harold Harvey
Chief Executive Officer