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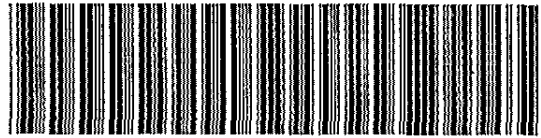
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07 FEB 28 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend v Rest.*  
C. Coullette MAR 02 2007

**MEMORANDUM**

From the desk of Michael J. Daniels

To: Florida Department of State – Division of Corporations

RE: Amended and Restated Articles – Cheetah Consulting, Inc.

Dear People: Enclosed are one (1) original and one (1) copy of Amended and Restated Articles for Cheetah Consulting, Inc.

Cheetah Consulting, Inc. check number 1032 in the amount of Forty-Three Dollars and 75/100 (\$43.75) is enclosed for the filing fee and a certified copy to be returned to the company.

Thanks for your assistance.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHEETAH CONSULTING, INC.  
A Florida Corporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 FEB 28 AM 11:12

AND  
FILED

Diane J. Harrison certifies that:

1. Diane J. Harrison is the duly elected and acting President of the corporation herein above named
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be Cheetah Consulting, Inc. and shall be governed by Title XXXVI Chapter 607 of the Florida Statutes.

ARTICLE II.

The nature of the business of the corporation shall be to engage in any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

ARTICLE III.

The total authorized capital stock of the corporation shall be Seventy-Five million (200,000,000) shares of \$.001 par value common stock, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

ARTICLE IV.

The principal office of the corporation shall be: 6860 Gulfport Blvd. South, #161, St. Petersburg, FL 33707 located in Pinellas County, Florida. The corporation shall have the power to establish other offices both within and without the State of Florida.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The registered agent and the office of the resident agent shall be as follows:

Michael J. Daniels.: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.

#### ARTICLE VII.

The governing board of this corporation shall be known as Directors, which shall consist of not less than one (1) Director and not more than fifteen (15) directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one (1) Director. The election of directors shall be on an annual basis. Each of the said Directors shall be of full and legal age. A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders.

#### ARTICLE VIII.

The names and post office addresses of the Board of Directors of the corporation are:

Diane J. Harrison: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.  
Lynnette Harrison: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.  
Joseph Scutero: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.

#### ARTICLE IX.

The names and post office addresses of the Officers, subject to this Charter and the By- Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are:

Diane J. Harrison, President: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.  
Lynnette Harrison, Secretary: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.  
Joseph Scutero, Treasurer: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.

#### ARTICLE X.

The names and post office addresses of the subscribers to these Articles of Incorporation are:

Diane J. Harrison: 6860 Gulfport Blvd. South, #161, St. Petersburg, Florida 33707.

#### ARTICLE XI.

It is specified that the date when the corporate existence of the corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

#### ARTICLE X.

The corporation shall have the power to indemnify any officer, director, or former officer or director, to the fullest extent permitted by law.

ARTICLE XI.

If all of the directors severally and collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

The undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set her hand this 27th day of February, 2007.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Amended and Restated Articles of Incorporation are true and correct to the best of my knowledge.

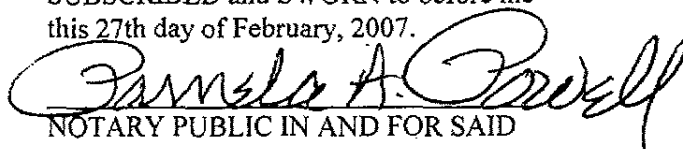
  
Diane J. Harrison

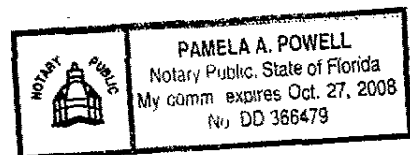
DONE and DATED this 27th day of February, 2007.

STATE OF FLORIDA        )  
                                  )       SS  
COUNTY OF ~~PINELLAS~~ )  
                                  *MANATEE*

On this 27th day of February, 2007, personally appeared before me, a Notary Public in and for said County and State, Diane J. Harrison, President of Cheetah Consulting, Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me  
this 27th day of February, 2007.

  
NOTARY PUBLIC IN AND FOR SAID  
COUNTY AND STATE



CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Cheetah Consulting, Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 23rd day of February, 2007, adopted the Restated Articles of Incorporation and any and all amendments, to the original Articles of Incorporation of Cheetah Consulting, Inc. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006.

The undersigned, being the President, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set her hand this 27<sup>th</sup> day of February, 2007.

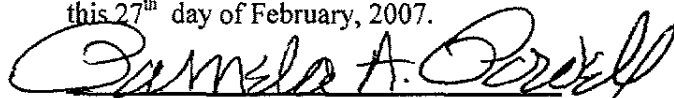
  
Diane J. Harrison

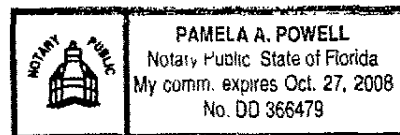
DONE and DATED this 27<sup>th</sup> day of February, 2007.

STATE OF FLORIDA                    )  
  )       SS  
COUNTY OF ~~PINELLAS~~ *Manatee* )

On this 27<sup>th</sup> day of February, 2007, personally appeared before me, a Notary Public in and for said County and State, Diane J. Harrison, President of Cheetah Consulting, Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

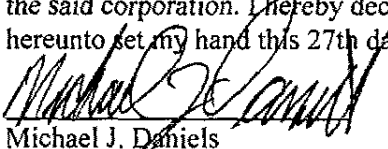
SUBSCRIBED and SWORN to before me  
this 27<sup>th</sup> day of February, 2007.

  
NOTARY PUBLIC IN AND FOR SAID  
COUNTY AND STATE



WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Michael J. Daniels, the undersigned, being the registered agent for CHEETAH CONSULTING, INC., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 27th day of February, 2007.

  
Michael J. Daniels

STATE OF FLORIDA )

) SS

COUNTY OF ~~PINELLAS~~ )  
*MANATEE*

On this 27th day of February, 2007, personally appeared before me, a Notary Public in and for said County and State, Michael J. Daniels, registered agent of Cheetah Consulting, Inc., who proved to be the above named registered agent and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me  
this 27th day of February, 2007.

  
NOTARY PUBLIC IN AND FOR SAID  
COUNTY AND STATE

