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COR AMND/RESTATE/CORRECT OR O/D RESIGN

WORLDS FASTEST HUMANS HOLDINGS, INC.

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Page Count	08
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Amended & Restated
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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The undersigned, under oath, says:


1. That Rogelio A. Ross, as President of World's Fastest Humans, Inc., a Florida corporation (the "Corporation"), on behalf of the Corporation and in his capacity as President of the Corporation, hereby authorizes the release of the name World's Fastest Humans, Inc. to an affiliate entity by the name of World's Fastest Humans Holdings, Inc., a Florida corporation

2. That the Corporation has no intent of reforming either in its present form or in any other form and will not revoke the Corporation's Articles of Dissolution being filed with the Florida Secretary of State.

3. That the Corporation will not utilize the name World's Fastest Humans, Inc. and hereby authorizes the Florida Secretary of State to release the Corporation's name to Rogelio A. Ross, President of World's Fastest Humans Holdings, Inc., for the purpose of World's Fastest Humans Holdings, Inc. filing Amended and Restated Articles of Incorporation amending its corporate name to World's Fastest Humans, Inc.

FURTHER AFFIANT SAYETH NOT.


World's Fastest Humans, Inc.,
a Florida corporation

By: 
Rogelio A. Ross, President

The foregoing instrument was acknowledged before me this 12th day of May, 2006 by Rogelio A. Ross, as President of the Corporation. He is personally known to me or has produced R200-721-67217-0 as identification.



Kathleen Buffington Atty
Commission #DB25792
Expires: Jul 16, 2008
Bonded Through
Atlantic Bonding Co., Inc.


Notary Public, State of Florida at Large
Print Name: Kathleen Buffington Atty
My Commission Expires: 7-16-08

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLDS FASTEST HUMANS HOLDINGS, INC.**

The undersigned, Rogelio A. Ross, being the duly elected President of Worlds Fastest Humans Holdings, Inc., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 4, 2004, under Document Number P04000151146 and thereafter amended on September 28, 2005.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows, which Amended and Restated Articles of Incorporation incorporate amendments to Articles 1 through 11, and delete Articles 12 through 16, of the Articles of Incorporation of the Corporation:

ARTICLE 1 -- NAME

The name of this corporation is "World's Fastest Humans, Inc." (hereinafter called the "Corporation").

ARTICLE 2 -- PRINCIPAL OFFICE AND MAILING ADDRESS

The current principal office and mailing address of the Corporation are 1522 SW 150th Terrace Davie, Florida 33326.

ARTICLE 3 -- PURPOSE

The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful acts, activities and/or businesses for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE 4 -- CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is Fifty Million (50,000,000), consisting of (i) Forty Million (40,000,000) shares of common stock, each share having a par value \$0.01 (the "Common Shares"), and (ii) Ten Million (10,000,000) shares of preferred stock, each share having a par value \$0.01 (the "Preferred Shares").

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COMMON SHARES

A. Voting Rights. Except as otherwise provided by law, each Common Share shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of shareholders of the Corporation.

B. Dividends and Distributions. Subject to the express terms of the Preferred Shares outstanding from time to time, the holders of Common Shares shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

PREFERRED SHARES

Subject to the terms contained in any designation of a series of Preferred Shares, the Board of Directors is expressly authorized, at any time and from time to time, to issue Preferred Shares in one or more classes and/or series, and for such consideration as the Board of Directors may determine and to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Shares of the Corporation or any series of any class of Preferred Shares:

A. the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

B. whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

C. the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative and if interest thereon shall be payable, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation such dividends shall bear to the dividends payable on any shares of stock of any class or other series of the same class;

D. whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, prices and other conditions of such redemption;

E. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

F. whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of

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such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

G. whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

H. the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon purchase, redemption or other acquisition by the Corporation of, the Common Shares or shares or stock of any class or any other series of the same class;

I. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

J. the ranking (be it *pari passu*, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Shares as to the payment of dividends, the distribution of assets and all other matters; and

K. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Shares, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

GENERAL PROVISIONS

A. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Shares, as hereinabove provided, cumulative voting by any shareholder of the Corporation is hereby expressly denied.

B. No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of the Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or

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not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or other rights of such shareholder.

C. The Corporation may from time to time acquire its own shares of any class or series of stock of the Corporation, and shares so acquired shall constitute treasury stock and shall be deemed to be issued, but not outstanding, until canceled or disposed of by the Corporation.

ARTICLE 5 -- INCORPORATOR

The name and address of the person signing the Articles of Incorporation of the Corporation as incorporator were Elsie Sanchez, 1840 SW 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 6 -- REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Corporation is 1522 SW 150th Terrace Davie, Florida 33326, and the name and address of the current registered agent of the Corporation are Rogelio A. Ross, 1522 SW 150th Terrace Davie, Florida 33326.

ARTICLE 7 -- DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be fewer than one (1). The name and address of the initial director of this Corporation are:

Rogelio A. Ross
1522 SW 150th Terrace Davie
Florida 33326

ARTICLE 8 -- TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE 9 -- BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the By-laws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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ARTICLE 10-- INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended or interpreted to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as so amended or interpreted.

The Corporation shall indemnify any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE 11 -- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

3. Promptly upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, which filing shall, among other things, effectuate a recapitalization of the Corporation's capital stock, the holders of record of the Corporation's common stock as of the date of such filing shall surrender their respective stock certificates to the Corporation for cancellation and the Corporation shall cancel said stock certificates. Concurrent therewith, the Corporation shall issue to each such shareholder of record of the Corporation as of such date of filing Five Thousand (5,000) shares of the Corporation's common stock for each one (1) share of the Corporation's common stock surrendered by such shareholder.

4. Such amendment and restatement of the Articles of Incorporation of the Corporation contains amendments requiring shareholder approval and, accordingly, such amendments, and such amendment and restatement of the Articles of Incorporation, have

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been duly and unanimously authorized and directed by Joint Unanimous Written Consent of the Board of Directors and shareholders of the Corporation dated as of May 15, 2006. The number of votes cast for such amendments, and amendment and restatement of, the Articles of Incorporation, was sufficient for approval. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 15th day of May, 2006.


Rogelio A. Ross, President


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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, Rogelio A. Ross, who has been designated in the foregoing Amended and Restated Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of May 15, 2006.


Rogelio A. Ross

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