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Help

Amended & Restated Articles of Incorporation
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June 25, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GOLF FITNESS MAGAZINE INC.
2806 WINDSOR HILL DRIVE
WINDERMERE, FL 34786

SUBJECT: GOLF FITNESS MAGAZINE INC.
REF: P05000012345

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Annette Ramsey
Regulatory Specialist II

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Letter Number: 409A00021913

*Sorry about that.
Correction attached.*

*Can we get
yesterday's date?*

Thanks.

Patricia Black

P.O BOX 6327 - Tallahassee, Florida 32314

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2009 JUN 25 PM 2:03

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOLF FITNESS MAGAZINE INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOLF FITNESS MAGAZINE INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), does hereby certify that:

1. The name of this Corporation is Golf Fitness Magazine Inc. and the Corporation was originally incorporated on January 20, 2005 pursuant to the FBCA.

2. The following resolutions amending and restating the Corporation's Articles of Incorporation were approved by a majority of the outstanding shares of Common Stock by written action in lieu of a meeting dated as of December 5, 2008, and by the Corporation's Board of Directors by written action in lieu of a meeting dated as of December 5, 2008, in accordance with the provisions of Section 607.0704 and 607.0821 of the FBCA and notice has been given to the non-consenting stockholders in accordance with the provisions of Section 607.0704(3) of the FBCA. The number of votes cast by the shareholders was sufficient for approval of the Corporation's Amended and Restated Articles of Incorporation.

3. The Articles of Incorporation of the Corporation (originally filed on January 20, 2005) are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "Golf Fitness Magazine Inc."

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes, which the Corporation is authorized to issue, is Fifteen Million (15,000,000) shares of Common Stock, \$0.001 par value per share.

ARTICLE IV. ADDRESS

The principal address of the Corporation is 2806 Windsor Hill Drive, Windermere, Florida 34786, and the mailing address is the same. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

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The street address of the registered office of the corporation is 2806 Windsor Hill Drive, Windermere, Florida 34786 and the name of the registered agent of the corporation at that address is Kristi Gomen.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the FBCA prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the FBCA, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Amended and Restated Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE X. MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

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I, Stephen Gomen, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 5th day of December, 2008.

Golf Fitness Magazine Inc.

By: 

Stephen Gomen, President

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