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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DUTY, P.L.

ATTORNEY AT LAW

701 BRICKELL AVENUE, SUITE 1550, MIAMI, FLORIDA 33131

TELEPHONE 305.491.5111. FACSIMILE 305.728.5288

January 8, 2009

Ms. Thelma Lewis
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

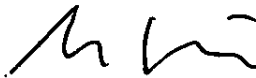
Re: City Labs, Inc.

Dear Ms. Lewis:

This letter is in response to your letter of December 9, 2008, a copy of which is enclosed. Also enclosed for filing, please find Amended and Restated Articles of Incorporation for City Labs, Inc. along with a shareholder consent approving the Amended and Restated Articles of Incorporation.

Should you have any questions, please call me at the above-listed telephone number.

Sincerely,



Gerald Duty

RECEIVED

2009 JAN 12 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2008

GERALD DUTY, ESQ.
DUTY, P.L. ATTORNEY AT LAW
701 BRICKELL AVENUE, SUITE 1550
MIAMI, FL 33131

SUBJECT: CITY LABS, INC.
Ref. Number: P05000054818

We have received your document for CITY LABS, INC. and check(s) totaling \$70.00. 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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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: 208A00059780

DUTY, P.L.
ATTORNEY AT LAW
701 BRICKELL AVENUE, SUITE 1550, MIAMI, FLORIDA 33131
TELEPHONE 305.491.5111. FACSIMILE 305.728.5288

November 24, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: City Labs, Inc.

Dear Sir/Madam

Enclosed for filing please find Amended and Restated Articles of Incorporation for City Labs, Inc.

Should you have any questions, please call me at the above-listed telephone number.

Sincerely,



Gerald Duty

GSD/ld
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

CITY LABS, INC.

FILED
09 JAN 12 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, City Labs, Inc. (the "Corporation") adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is City Labs, Inc.

ARTICLE II
Principal Office

The principal office and mailing address of the Corporation is 301 Civic Court, Homestead, Florida 33030.

ARTICLE III
Registered Agent and Office

The street address of the Corporation's registered office is 701 Brickell Avenue, Suite 1550, Miami, Florida 33131, and the name of its registered agent at such address is Gerald Duty.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 607.



Registered Agent's Signature

ARTICLE IV

Purpose

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

A. Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and Preferred Stock." The total number of shares that this Corporation is authorized to issue is One Hundred Million (100,000,000) shares. Fifty million (50,000,000.00) shares shall be Common Stock and Fifty Million (50,000,000.00) shares shall be Preferred Stock, each with a par value of \$0.001 per share.

B. Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Two Million Five Hundred Thousand (2,500,000) shares (the "Series A Preferred Stock"), as set forth below in this Article V(B). The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or series thereof in Certificates of Designation or this Corporation's Articles of Incorporation ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividend Provisions. Subject to the rights of any series of Preferred Stock that may from time to time come into existence, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of this Corporation) on the Common Stock of this Corporation, at the rate of \$0.03 per share per annum for the Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or the like), or, if greater (as determined on a per annum basis and on an as converted basis for the Series A Preferred Stock), an amount equal to that paid on any outstanding shares of this Corporation other than the Series A Preferred Stock, payable when, as and if declared by the Board of Directors. Such dividends shall be cumulative. The holders of the outstanding Series A Preferred Stock may waive any dividend preference that such holder shall be entitled to receive under this Section 1 upon the

affirmative vote or written consent of the holders of at least a majority of the Series A Preferred Stock then outstanding acting together as a single class.

2. *Liquidation, Bulk Sale or Acquisition Preference.*

(a) In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of series of Preferred Stock that may from time to time come into existence, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.40 for each outstanding share of Series A Preferred Stock (as adjusted for any stock splits, stock dividends, recapitalizations or the like (the "Original Series A Issue Price")) and (ii) an amount equal to any accrued but unpaid dividends on such shares. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of series of Preferred Stock that may from time to time come into existence, the entire assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive under subsection (a).

(b) Upon completion of the distribution required by subsections (a) and any other distribution that may be required with respect to series of Preferred Stock that may from time to time come into existence, all of the remaining assets of this Corporation available for distribution to shareholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common stock held by each.

(c) (i) Unless the holders of at least a majority of the Series A Preferred Stock then outstanding shall determine otherwise, and subject to the rights of series of Preferred Stock that may from time to time come into existence, the holders of Series A Preferred Stock shall be entitled to receive, an amount per share equal to the sum of (A) the Original Series A Issue Price for each outstanding share of Series A Preferred Stock and (B) an amount equal to any accrued but unpaid dividends on such shares upon either: (x) the acquisition of this Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50 %) or more of the outstanding voting power of this Corporation; except, that, the initial sale of the Series A Preferred Stock shall not be deemed to be a liquidation, dissolution or winding up of this Corporation pursuant to this paragraph; or (y) a sale of all or substantially all of the assets of this Corporation. If upon the occurrence of either event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then, subject to the rights of series of Preferred Stock that may from time to time come into existence, the entire assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series A

Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(ii) In the event the requirements of Section 2 are not complied with, this Corporation shall forthwith either:

- A) cause such closing to be postponed until such time as the requirements of Section 2(c) and Section 2(d) have been complied with; or
- B) cancel such transactions, in which event the rights, preferences and privileges of the holders of the Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Subsection 2(c)(iii).

(iii) This Corporation shall give each holder of record of Series Preferred Stock written notice of any impending transaction described in Section 2(c) not later than twenty (20) days prior to the shareholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notice shall describe the material terms and conditions of the impending transaction and the provision of this Section 2, and this Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after this Corporation has given the first notice provided for herein or sooner than ten (10) days after this Corporation has given notice of any material changes provided for herein; provided, however, that such period may be shortened upon the written consent of the holders of Series A Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Series A Preferred Stock.

(d) For purposes of this Section 2, any securities shall be valued as follows:

(i) Securities not covered by ii) below:

- A) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the thirty (30) day period ending three (3) days prior to the closing;
- B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

C) If there is no active public market, the value shall be the fair market value thereof, as determined unanimously by the Board of Directors of this Corporation.

(ii) The method of valuation of securities not registered under the federal securities laws or that are subject to transfer restrictions (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as determined unanimously by the Board of Directors of this Corporation.

3. *Redemption.* The Preferred Stock is not redeemable.

4. *Conversion.* The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) *Right to Convert.* Each share of Series A Preferred Stock shall be convertible at the option of the holder thereof, at any time and from time to time after the date of issuance of such share, at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Issue Price by the conversion price of the Series A Preferred Stock (the "Series A Conversion Price shall be the Original Series A Issue Price.

(b) *Automatic Conversion.* Each share of Series A Preferred Stock shall automatically be converted into shares of Common stock at the then effective applicable Conversion Price immediately upon the earlier of (i) this Corporation's sale of its Common Stock in a public offering pursuant to a registration statement on Form S-1 or Form SB-2 under the Securities Act of 1933, as amended, or (ii) the date specified by written consent or agreement of the holders of at least two-thirds of the then outstanding shares of Series A Preferred Stock.

(c) *Mechanics of Conversion.* Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she shall surrender the certificate or certificates therefore, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering

Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the persons entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4 or Section 2) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock shall be applicable after that event as nearly equivalent as may be practicable.

(e) *No Impairment.* This Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed thereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(f) *No Fractional Shares and Certificate as to Adjustments.*

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share.

(ii) Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section 4, this Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Series A preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the applicable Conversion Price for such series of Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property that at

the time would be received upon the conversion of a share of Series A Preferred Stock.

(g) *Notices of Record Date.* In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Series A Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(h) *Reservation of Stock Issuable Upon conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Amended and Restated Articles of Incorporation.

(i) *Notices.* Any notices required by the provisions of this Section 4 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this Corporation.

5. *Voting Rights.*

(a) Each holder of common stock shall have one vote on all matters submitted to the shareholders for each share of common stock standing in the name of such holder on the books of this Corporation. The holders of Series A Preferred Stock shall have no voting rights except as otherwise provided herein or by law.

6. *Protective Provisions.*

(a) Subject to the rights of series of Preferred Stock that may from time to time come into existence, so long as any shares of Series A Preferred Stock are outstanding, this Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock:

- (i) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock so as to affect adversely the shares;
- (ii) increase or decrease (other than by redemption or conversion) the total number of authorized shares of Preferred Stock;
- (iii) authorize or issue, or obligate itself to issue, any equity security, including any other security convertible into or exercisable for such equity security that has a preference over, or being on a parity with, the Series A Preferred Stock with respect to dividends, liquidation, redemption or voting; or
- (iv) amend Article IV(B) or Article VI of this Corporation's Articles of Incorporation or Section [] of this Corporation's bylaws.

7. *Status of Converted Stock.* In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be canceled and shall not be issuable by this Corporation. The Amended and Restated Articles of incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in this Corporation's authorized capital stock.

C. Rights, Preferences and Restrictions of Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(C).

- 1. *Dividend Rights.* Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any profits of this Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.
- 2. *Liquidation Rights.* Upon the liquidation, dissolution or winding up of this Corporation, the assets of this Corporation shall be distributed as provided in Section 2 (B) of Article IV hereof.
- 3. *Redemption.* The Common Stock is not redeemable.
- 4. *Voting Rights.* The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE VI

Indemnification

A. Limitation of Liability. To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of this Corporation shall not be liable to this Corporation or its shareholders for any monetary damages.

B. Indemnification.

1. This Corporation shall indemnify a director or officer of this Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, this Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that he or she is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify and advance the expenses of any director or officer.

2. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause this Corporation to indemnify or contract in advance to indemnify any person not specified in Article VI(B)(1) who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Article VI(B)(1).

C. Insurance. This Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under the provisions of this Article VI.

D. Change In Board of Directors. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Article VI((B)(1) shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

E. Application. The provisions of this Article VI shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

F. Covered Persons. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

G. Amendment. Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of this Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, the Articles of Incorporation or the Bylaws of this Corporation), the provisions of this Article may be altered, amended or repealed only by the affirmative vote of 60% or more of the voting power of all the then outstanding shares of this Corporation's capital stock entitled to vote on the election of directors, voting together as a single class.

ARTICLE VII **Board of Directors**

The business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not more than eleven (11) persons as determined by the Board of Directors from time to time.

ARTICLE VIII **Incorporators**

The names and addresses of the incorporators are:

Name	Address
Peter Cabaay	11061 S.W. 62 Terrace Miami, FL 33173-1125

Denset J. Serralta

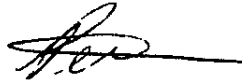
7730 SW 137th Court
Miami, FL 33183

ARTICLE IX
Amendment

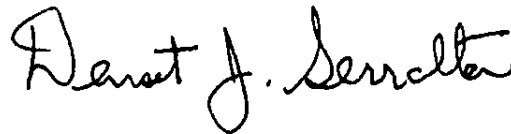
Except as otherwise provided herein, these Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hands as of the 23rd day of November of 2008.

CITY LABS, INC.



Peter Cabaay



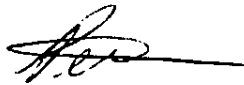
Denset J. Serralta

**WRITTEN CONSENT OF THE SHAREHOLDERS
OF
CITY LABS, INC.**

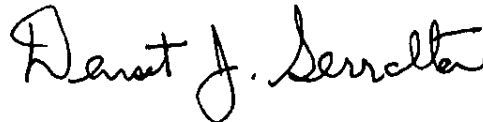
Pursuant to the provisions of Chapter 607, Florida Statutes, City Labs, Inc. (the "Corporation") adopts the following Resolution:

The undersigned Shareholders constituting the entirety of City Labs, Inc. unanimously approve and authorize the filing with the Florida Department of State, Division of Corporations, the Amended and Restated Articles of Incorporation of City Labs, Inc. which is attached hereto.

IN WITNESS WHEREOF, the undersigned Shareholders have hereunto set their hands as of the 23rd day of November of 2008.



Peter Cabaay - Director



Denset J. Serralta



Gerald S. Duty