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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

COR AMND/RESTATE/CORRECT OR O/D RESIGN

RIS CONCEPTS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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Restate

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 26, 2006 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: RIS Concepts, Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
RIS Concepts, Inc.
2750 Coral Way, Suite 204
Miami FL 33145

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Carter J. Posner
Christie Hentschl
Carlos E. Espada
Pedro E. Espada

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article IV. Capital Stock

David F. Filler | FL Bar Member 625221
Levey, Airan, Shevin, Roen, Kelso, Corona & Herrera, LLP
1320 S. Dixie Highway, Penthouse
Miami FL 33146
305-661-6664

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The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

David F. Filler, Esq.
1320 S. Dixie Highway, Penthouse 1275
Miami FL 33146

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

RIS Concepts, Inc.

By: 

by T. Bacz as attorney-in-fact

Name: CARTER J POSNER

Title: Director

Date: May 26, 2006

CERTIFICATE OF DESIGNATION

David F. Filler | FL Bar Member 625221
Levey, Airan, Shevin, Roen, Kelso, Corona & Herrera, LLP
1320 S. Dixie Highway, Penthouse
Miami FL 33146
305-661-6664

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REGISTERED AGENT/OFFICE

CORPORATION:

RIS Concepts, Inc.

REGISTERED AGENT/OFFICE:

David F. Filler, Esq.
1320 S. Dixie Highway, Penthouse 1275
Miami FL 33146

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVID F. FILLER, ESQ.
by T. Baez as attorney-in-fact

Date: May 26, 2006

David F. Filler | FL Bar Member 625221
Levey, Airan, Shevin, Roen, Kelso, Corona & Herrera, LLP
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Miami FL 33146
305-661-6664

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