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BIG TREE TOYS, INC.

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**RESTATED ARTICLES OF INCORPORATION
OF
BIG TREE TOYS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Big Tree Toys, Inc.
2. The name under which the Corporation was originally incorporated is Big Tree Group Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 22, 2006, under Document Number P06000146193. Articles of Amendment to the Articles of Incorporation were filed with the Secretary of State of the State of Florida on July 30, 2007.
3. The provision of the Articles of Incorporation are hereby amended and restated in this instrument, which is entitled Restated Articles of Incorporation of Big Tree Toys, Inc.
4. The Board of Directors of the Corporation has duly adopted the below Amendment to the Corporation's Articles of Incorporation on August 23, 2007.
5. On August 23, 2007, the shareholders of the Corporation, acting through the unanimous written consent of the holders in interest of the voting capital stock of the Corporation, approved the below Restated Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be Big Tree Toys, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 9858 Glades Road, Suite 213, Boca Raton, Florida 33434.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 200,000,000 shares of Common Stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the Board of Directors.

ARTICLE VII
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the Corporation has caused this Restated Articles of Incorporation to be duly adopted by its Board of Directors on August 23, 2007 and approved by its shareholders in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, and to be executed in its corporate name this 24 day of August, 2007.

BIG TREE TOYS, INC.

By: _____

James Wang, CEO and President