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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

CYPRESSHEAD HOLDINGS INC.

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Amend & Rest

2007 FEB -2 PM 1:59

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CYPRESSHEAD HOLDINGS INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned, being the President and Chief Executive Officer of CYPRESSHEAD HOLDINGS INC. (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of Florida on November 22, 2006, Document No. P06000146411.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation were adopted the sole director of the Corporation and its sole shareholder on January 31, 2007. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I – NAME

The name of the Corporation shall be: Cypresshead Holdings Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business/mailling address of the Corporation is: 7731 S. Woodridge Drive, Parkland Florida 33067.

ARTICLE III – PURPOSE

The purpose for which the Corporation is formed is to engage or transact in any and 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 IV – SHARES

Section 1. Shares, Classes and Series Authorized. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is twenty-five million (25,000,000) shares, of which five million (5,000,000) shares shall be preferred stock and twenty million (20,000,000) shares shall be common stock.

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Section 2. Designations, Powers, Preferences, Rights, Qualifications, Limitations and Restrictions Relating to the Capital Stock.

The following is a statement of the designations, powers, preferences and rights in respect of the classes of the Series A 8% Convertible Preferred Stock:

- Dividend:** The Series A 8% Convertible Preferred Stock provides for cumulative dividends at the rate of 8% per year, payable quarterly in cash.
- Conversion:** Each share of Series A 8% Convertible Preferred Stock shall be convertible into one share of the Company's common stock (the "Conversion Rate") any time after the earlier of two (2) years from the date of issuance or such time as the common stock of the company commences trading through a public trading market or a registration statement for the common stock of the Company becomes effective with the United States Securities and Exchange Commission (a "Conversion Date") and prior to notice of redemption at the option of the Company, subject to adjustment for customary anti-dilution events. The Series A 8% Convertible Stock shall automatically convert into shares of the Company's common stock upon any of the following events: (i) the sale by the Company of all or substantially all of its assets; (ii) the consummation of a merger or a consolidation and (iii) the sale or exchange of all or substantially all of the outstanding shares of the Company's common stock.
- Liquidation Preference:** In the event of a liquidation, dissolution or winding up of the Company, the holders of Series A 8% Convertible Preferred Stock shall have a liquidation preference over holders of common stock and shares junior to the Series A 8% Convertible Preferred Stock equal to \$1.00 per share. There will be no additional unsecured debt or

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preferred stock senior in liquidation to the Series A Preferred Stock.

Redemption:

The Series A 8% Convertible Preferred Stock shall be redeemable at the option of the Company for cash in the amount of \$1.00 per share of Series A 8% Convertible Preferred Stock or for shares of the Company's common stock in accordance with the Conversion Rate. Any redemption by the shall be subject to 15 days written notice.

Voting Rights:

The Series A 8% Convertible Preferred Stock have no voting rights.

ARTICLE V – REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Corporation is Vince Beatty and the registered office of the Corporation is 7731 S. Woodridge Drive, Parkland, Florida 33067.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator is: Vince Beatty, 7731 S. Woodridge Drive, Parkland, Florida 33067.

ARTICLE VII – AFFILIATED TRANSACTIONS

The 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 VIII – CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

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THIRD: The foregoing amendments were adopted by the sole director and the sole shareholder of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act on January 31, 2007. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation, as amended, was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2007.

CYPRESSHEAD HOLDINGS INC.

By: 
Vince Beatty
President and Chief Executive Officer

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Vince Beatty, an individual having a business office at the registered agent address set forth above, and having been designated as the registered agent for the Corporation in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent in Section 607.0505 of the Florida Statutes.


Vince Beatty

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