

PO7000063385

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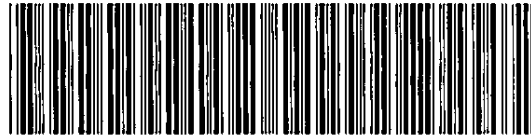
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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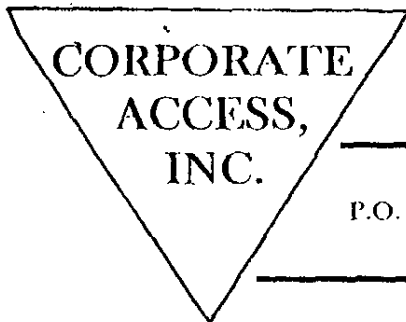
08/22/07--01012--007 **35.00

RECEIVED
07 AUG 22 AM 9:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
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FILED
07 AUG 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend, Rest & N.C.

C. Coutlette AUG 22 2007



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8/22

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amend

1.

Compass Lake In the Hills Land Holdings, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPASS LAKE IN THE HILLS LAND HOLDING, INC.**

Compass Lake In The Hills Land Holding, Inc. (the "**Corporation**"), a corporation organized under the laws of the State of Florida, does hereby certify:

- I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "**Act**") of the State of Florida, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on May 29, 2007 and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.
- II Each Amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Act. The restated articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors on July 2, 2007, were duly approved and adopted by written consent of the Corporation's shareholders on 2, 2007, and the number of votes cast by the shareholders for each amendment and for the adoption of the Amended and Restated Articles of Incorporation was sufficient for approval.
- III The original Articles of Incorporation and all amendments thereto are hereby superseded by these Amended and Restated Articles of Incorporation effective on date of filing of such with the Florida Secretary of State, and are as follows:

1. The name of the Corporation is Compass Lake In The Hills Land Holding, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I. CORPORATE NAME.

The name of this corporation is New Bastion Development, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1015 W. Newport Center Drive, Suite 106, Deerfield Beach, Florida 33442.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of Common Stock, \$0.001 par value.

07 AUG 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ARTICLE IV. - NO ANTI-TAKEOVER LAW GOVERNANCE.

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

ARTICLE V. - DIRECTOR - CONFLICTS OF INTEREST.

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

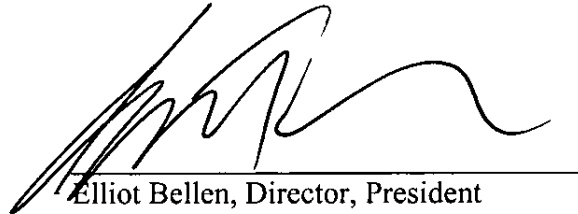
ARTICLE VI. - INDEMNIFICATION.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The name and address of the registered agent are Patrick O'Keefe, 1015 W. Newport Center Drive, Suite 106, Deerfield Beach, Florida 33442.

Signed this 20th day of August 2007.



Elliot Bellen, Director, President