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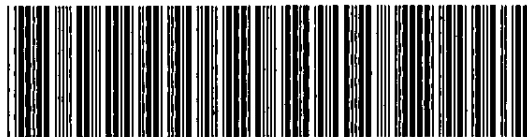
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Amended +  
Restated Art

FILED  
07 DEC 12 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts DEC 13 2007

**Jarold W. Regier**  
**Attorney at Law**  
**JWRegier@EarthLink.net**

**17461 NW 12<sup>th</sup> Street**  
**Pembroke Pines, Florida 33029**

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December 8, 2007  
**VIA UPS OVERNIGHT**

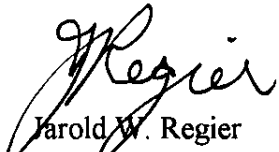
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Harden & Hicks, Inc.

Gentlemen & Ladies:

Enclosed are the original and one copy of the executed Amended and Restated Articles of Incorporation of Harden & Hicks, Inc., a Florida corporation. Please file in your records and return a certified copy to me. Also enclosed is my check in the amount of \$43.75 for your filing fee (\$35.00) and certified copy fee (\$8.75). Thank you for your prompt attention to this matter.

Sincerely,

  
Jarold W. Regier  
Florida Bar #183499

Copies via Email:

Mark Hicks  
William R. Clayton, Esq.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HARDEN & HICKS, INC.

FILED  
07 DEC 12 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Majority Shareholder and Sole Director, in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation as of December 3, 2007:

ARTICLE I – CORPORATE NAME

The name of the Corporation is: **Harden & Hicks, Inc.**

ARTICLE II – DURATION

The Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The Corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value Common Stock.

ARTICLE V – PRINCIPAL OFFICE

The Principal Office of the Corporation is:

3232 44<sup>th</sup> Avenue North  
St. Petersburg, Florida 33714

ARTICLE VI – REGISTERED AGENT/REGISTERED OFFICE

The name and street address of the Registered Agent of the Corporation are:

Mark Hicks  
280 NE 181 Street  
Miami, Florida 33162

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have one (1) Director. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The Officers of the Corporation shall be as specified in the Bylaws of the Corporation from time to time, but shall never be less than President and Secretary. The name and address of the Sole Director and current Officers of the Corporation are as follows:


Mark Hicks, Director, President, Secretary & Treasurer  
280 NE 181 Street  
Miami, Florida 33162

ARTICLE VIII -- INCORPORATOR

The name and address of the Incorporator of the Corporation are:


Mark Hicks  
280 NE 181 Street  
Miami, Florida 33162

IN WITNESS WHEREOF, the undersigned Majority Shareholder and Sole Director of the Corporation has executed these Amended and Restated Articles of Incorporation as of December 3, 2007.

  
\_\_\_\_\_  
Mark Hicks  
Majority Shareholder and Sole Director

Date: 12-3-07

.....  
*Having been renamed as Registered Agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Mark Hicks  
Registered Agent

Date: 12-3-07

**ACTION OF THE MAJORITY SHAREHOLDER AND  
DESIGNATED SOLE DIRECTOR OF  
HARDEN & HICKS, INC.**

The undersigned, being the majority shareholder owning fifty-one percent (51%) of the issued and outstanding shares of stock of Harden & Hicks, Inc., a Florida corporation (the "Corporation") and the sole remaining Director designated herein, pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Resolutions as of December 3, 2007:

RESOLVED that the Amended and Restated Articles of Incorporation of the Corporation attached hereto be executed by the Majority Shareholder and Sole Director and filed with the Florida Department of State as of the date hereof, that upon receipt of certification by the Florida Department of State, they be inserted in the Corporate Records Book under the appropriate tab, that the amendment and restatement actions of Mark Hicks as the Majority Shareholder and Sole Director of the Corporation are hereby ratified and confirmed, and that the Corporation reimburse him for the expenses associated therewith.

RESOLVED that the first sentence of Section "2.2 Number, Terms, Classification, and Qualifications." of the Bylaws of the Corporation is hereby amended to read as follows: "The board of directors of the corporation shall consist of one (1) person." A copy of this Action shall be inserted in the Corporate Records Book under the appropriate tab for its Bylaws and shall remain in full force and effect until otherwise amended in accordance with the terms of said Bylaws and/or the Articles of Incorporation of the Corporation as Amended and Restated.

RESOLVED that Mark Hicks is hereby designated as the sole Director of the Board of Directors of the Corporation and Ivan D. Harden and Douglas S. Harden are hereby removed and terminated as Members of the Board of Directors of the Corporation.

RESOLVED that Douglas S. Harden is hereby removed and terminated as President of the Corporation and Mark Hicks is hereby elected as President, Secretary, and Treasurer of the Corporation.

RESOLVED that the President, Secretary, and Treasurer of the Corporation take such legal actions as he deems appropriate to gain control of the Corporation's books, records, financial reports, bank accounts (including changing banks, closing existing accounts, and opening new accounts), auditing the financial records and inventories of the Corporation, and enforcing the rights of the Corporation and its Majority Shareholder under that certain Asset Purchase Agreement dated July 5, 2007, including the filing of law suits against the other parties to said Agreement.

AGREED & CONSENTED to as of December 3, 2007, by:

  
\_\_\_\_\_  
Mark Hicks, Majority Shareholder & Sole Director