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2400 HOLDINGS, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 7, 2007 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: 2400 Holdings, Inc.
Old Name:

Article II. Address. The Corporation's mailing address is:
2400 Holdings, Inc.
2400 NW 150 ST.
OPA LOCKA FL 33054

Article III. Registered Agent. The Corporation's registered agent is:
Bryan Hacht
2400 NW 150 ST.
Opa Locka FL 33054

Article IV. Officers. The names and addresses of the Corporation's officers are:

President	William D. Ratlieff Jr.
Secretary	William D. Ratlieff Jr.
Treasurer	William D. Ratlieff Jr.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article V. Board of Directors. The Corporation's affairs 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 Corporation's Bylaws. 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.

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

William D. Ratlieff Jr.

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value 1.00 per share.

Article VII. 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.

2400 Holdings, Inc.

By: Valerie Hawk
by Valerie Hawk as attorney-in-fact.

Name: William D. Ratlieff Jr.

Title: President

Date: August 7, 2007

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11380 Prosperity Farms Road #221E
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(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

2400 Holdings, Inc.

REGISTERED AGENT/OFFICE:

Bryan Hacht
2400 NW 150 ST.
Opa Locka FL 33054

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.



BRYAN HACHT
by Valerie Hawk as attorney-in-fact

Date: 8/7/2007

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