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BIG FROG CUSTOM T-SHIRTS INC

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIG FROG CUSTOM T-SHIRTS INC**

Pursuant to the provisions of Sections 607.1007, Florida Statutes, BIG FROG CUSTOM T-SHIRTS INC (the "Corporation") does hereby adopt the following Amended and Restated Articles of Incorporation.

The undersigned, as President and Chief Executive Officer of the Corporation, does hereby certify that the board of directors, on July 9, 2008, adopted all amendments provided for herein. The undersigned further certifies that on July 9, 2008, the shareholders of the Corporation approved the amendments and the number of votes cast in favor of the amendments was sufficient for approval.

Amendments Adopted: Article I through Article VIII of the Articles of Incorporation are hereby deleted, and the following Articles are inserted in place thereof:

**ARTICLE I
Name and Address**

The name of this corporation is BIG FROG CUSTOM T-SHIRTS, INC. The principal office of the Corporation is 1874 Gulf to Bay Boulevard, Clearwater, Florida 33765. The mailing address of the Corporation is 405 South Corona Avenue, Clearwater, Florida 33765.

**ARTICLE II
Duration**

This corporation shall have perpetual existence.

**ARTICLE III
Capital Stock**

This corporation is authorized to issue 1,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

Prepared By:
Michael T. Cronin, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0469841

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ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1521 Wisconsin Avenue, Palm Harbor, Florida 34683, and the name of the initial registered agent of this corporation at that address is Christina P. Bacon-DeFrece.

ARTICLE V
Incorporator

The name of the person signing these Articles is Chrstina P. Bacon-DeFrece, whose address is 1521 Wisconsin Avenue, Palm Harbor, Florida 34683.

ARTICLE VI
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be three (3), and the names and addresses of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|----------------------------|--|
| Leeward J. Bean | 1611 Maple Street Clearwater, FL 33755 |
| Ronald E. DeFrece | 1521 Wisconsin Avenue Palm Harbor, FL 34683 |
| Christina P. Bacon-DeFrece | 1521 Wisconsin Avenue Palm Harbor, FL 34683 |

ARTICLE VII
Officers

The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|----------------------------|---|--|
| Leeward J. Bean | President/CEO | 1611 Maple Street Clearwater, FL 33755 |
| Christina P. Bacon-DeFrece | Vice President of Administration, Secretary and Treasurer | 1521 Wisconsin Avenue Palm Harbor, FL 34683 |

Ronald E. DeFrece

Vice President of
Technical Affairs

1521 Wisconsin Avenue
Palm Harbor, FL 34683

ARTICLE VIII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Amended and Restated Articles of Incorporation this 9 day of July, 2008.

BIG FROG CUSTOM T-SHIRTS INC

By: 

Lecward J. Bean, President/CEO

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