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RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

BUYRITE CLUB CORP.

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Buyrite Club Corp.

2. The name under which the Corporation was originally incorporated is Buyrite Club Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 2, 2008, under Document Number P08000080719.

3. The provision of the Articles of Incorporation are hereby amended and restated in this instrument, which is entitled Restated and Amended Articles of Incorporation of Buyrite Club Corp.

4. The Board of Directors of the Corporation has duly adopted the below Amendment to the Corporation's Articles of Incorporation on June 22, 2010.

5. On June 22, 2010, the shareholders of the Corporation, acting through the written consent of a majority of the holders in interest of the voting capital stock of the Corporation, approved the below Restated and amended Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Restated and Amended Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be Buyrite Club Corp.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 7076 Spyglass Avenue, Suite 810, Parkland, Florida 33076.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 500,000,000 shares of Common Stock, par value \$.0001 per share, and 10,000,000 shares of Preferred Stock, par value \$.001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

One for Twenty Reverse Stock Split

Upon the effective date of these Articles of Amendment, the number of issued and outstanding shares of the Corporation's Common Stock, \$.0001 par value per share, shall be combined on the basis of one (1) share for each twenty (20) shares issued and outstanding immediately prior to the effectiveness of these Articles of Amendment.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the Board of Directors.

ARTICLE VII
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other

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enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII
AFFILIATED TRANSACTIONS

This 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 IX
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the Corporation has caused this Restated Articles of Incorporation to be duly adopted by its Board of Directors on June 22, 2010, and approved by its shareholders in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, and to be executed in its corporate name this 22 day of June 2010.

BUYRITE CLUB CORP.

By: Judith Adelstein
Judith Adelstein, President

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