

P08000085657

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POWER TREE CORP

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Restated Art.

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RESTATED ARTICLES OF INCORPORATION  
OF  
POWER TREE CORP

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It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Power Tree Corp.
2. The name under which the Corporation was originally incorporated is Power Tree Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 17, 2008, under Document Number P08000085657.
3. The provision of the Articles of Incorporation are hereby amended and restated in this instrument, which is entitled Restated Articles of Incorporation of Power Tree Corp.
4. The Board of Directors of the Corporation has duly adopted the below Amendment to the Corporation's Articles of Incorporation on December 8, 2008.
5. On December 8, 2008, the shareholders of the Corporation, acting through the unanimous written consent of the holders in interest of the voting capital stock of the Corporation, approved the below Restated Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Restated Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be Power Tree Corp.

ARTICLE II  
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 4700 Commerce Parkway Avenue, Orlando, Florida 32808.

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.

#### 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 25,000,000 shares of Common Stock, par value \$.001 per share, and 5,000,000 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.

#### 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 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

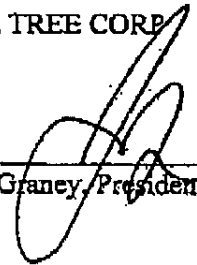
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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 December 8, 2008 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 8th day of December 2008.

POWER TREE CORP

By:   
Jon Graney, President and CEO