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COR AMND/RESTATE/CORRECT OR O/D RESIGN

LIQUID FINANCIAL ENGINES, INC.

Certificate of Status	0
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JUL 22 2009

EXAMINER

RECEIVED
2009 JUL 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIQUID FINANCIAL ENGINES, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Liquid Financial Engines, Inc
2. The name under which the Corporation was originally incorporated is Liquid Financial Engines, Inc. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 29, 2008 under Document Number P08000089127.
3. The provision of the Articles of Incorporation are hereby amended and restated in this instrument, which is entitled Amended and Restated Articles of Incorporation of Liquid Financial Engines, Inc.
4. The Board of Directors of the Corporation has duly adopted the below Amendment to the Corporation's Articles of Incorporation on July 21, 2009.
5. On July 21, 2009, the sole shareholder of the Corporation, acting through the unanimous written consent of the holder in interest of the voting capital stock of the Corporation, approved the below Amended and Restated Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Amended and Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is LIQUID FINANCIAL ENGINES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 250 Montgomery Street, Suite 1200, San Francisco, California 94104

**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 Two Hundred Fifty Million (250,000,000) shares, par value \$.0001 per share.

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ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Steven Sanders
7865 Amethyst Lake Pt.
Lake Worth, Florida 33467

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.

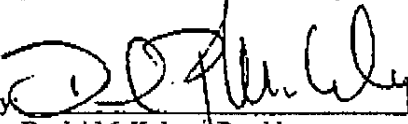
ARTICLE IX
CONTROL SHARE ACQUISITIONS

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.

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be duly adopted by its Board of Directors on July 21, 2009 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 21 day of July 2009.

LIQUID FINANCIAL ENGINES, INC.

By: 
Daniel McKelvey, President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

LIQUID FINANCIAL ENGINES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 250 Montgomery Street, Suite 1200, San Francisco California 94104 has named Steven Sanders, whose address is 7865 Amerhyst Lake Pt., Lake Worth, Florida 33467 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


STEVEN SANDERS

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