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RAFFLEIT.US INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
RAFFLEIT.US INC.**

The undersigned being the president and sole shareholder of RAFFLEIT.US INC. and being duly authorized by the Board of Directors hereby certifies that:

**Article I. Name**

The name of the corporation (the "Corporation") shall be RAFFLEIT.US INC.

**Article II. Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be:

1069 NW 31<sup>st</sup> Avenue  
Pompano Beach, Florida 33069

**Article III. Nature of Corporate Business and Powers**

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

**Article IV. Capital Stock**

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 11,000,000 (11 million) shares; consisting of 10,000,000 (10 million) shares of common stock \$.01 par value and 1,000,000 (one million) shares of Preferred Shares, \$.01 par value.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Series A Preferred Shares**

The Corporation is hereby authorized to issue one hundred thousand (100,000) shares of Series A Preferred Shares.

**Voting Rights.** The holders of shares of Series A Preferred Shares shall have the following voting rights:

(A) Subject to the provisions for adjustment hereinafter set forth, each share of Series A Preferred Shares shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the holders of the Common Stock. The number of votes which a holder of Series A Preferred Shares is entitled to cast, as the same may be adjusted from time to time as hereinafter provided, is hereinafter referred to as the "Vote Multiple." In the event the Company shall at any time declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or split or a combination, consolidation or reverse split of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, then in each such case the Vote Multiple thereafter applicable to the determination of the number of votes per share to which holders of shares of Series A Preferred

Shares shall be entitled after such event shall be the Vote Multiple immediately prior to such event multiplied by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Holders of Series A Preferred Shares shall have no other special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for the taking of any corporate action.

(C) Except with respect to the voting rights granted to the holders of the Series A Preferred Shares, holders of the Series A Preferred Shares shall have no other right, title or interest in the Company. Holders of the Series A Preferred Shares shall not be entitled to participate with respect to any dividends of any kind or nature authorized with respect to the common stock or other classes of preferred shares. Holders of the Series A Preferred Shares shall have no rights to participate in any liquidating distribution.

4.4 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

**Article V. Registered Office and Agent**

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Mark Bruck  
1069 NW 31<sup>st</sup> Avenue  
Pompano Beach, Florida 33069

**Article VI. Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is:

Mark Bruck  
1069 NW 31<sup>st</sup> Avenue  
Pompano Beach, Florida 33069

**Article VII. Term of Existence**

This duration of the Corporation shall be perpetual.

**Article VIII. Corporate Existence**

The Restatement of Articles of Incorporation shall become effective upon the filing of these Restatement of Articles of Incorporation.

**Article IX. Initial Director**

This Corporation shall have one (1) Director initially.

**Article X. Initial Director**

The name and address of the initial Director of this Corporation is:

Mark Bruck  
1069 NW 31<sup>st</sup> Avenue  
Pompano Beach, Florida 33069

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**Article XI. Indemnification**

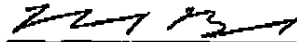
11.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

11.2 The Corporation may pay in advance any expenses (including attorney's fees) that may become subject to indemnification under paragraph 11.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 11.1 above.

**ARTICLE XII Affiliated Transactions**

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

The undersigned has executed the Restatement of Articles of Incorporation on September 5, 2009

  
Mark Bruck, president

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The Classic Paint Brush 354-346-0488

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE**  
**UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF**  
**FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE**  
**REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

**CORPORATION**

The name of the corporation is: Raffelt.US Inc.

**REGISTERED AGENT/OFFICE**

The name and address of the registered agent and office is:

Mark Bruck  
1069 NW 31<sup>st</sup> Avenue  
Pompano Beach, FL 33069

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the registered agent position.

  
Mark Bruck/ Registered Agent

Date: September 5, 2009