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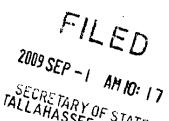
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AMENDED AND RESTATED ARTICLES OF INCORPORATION



These Amended and Restated Articles of Incorporation were adopted effective Registriber 1, 2009 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Phorida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Caribebay, Inc. Old Name:

Article II. Address. The Corporation's mailing address is: Caribebay, Inc.
7821 N. Dale Mabry Highway Suite 200
Tampa FL 33614

Article III. Registered Agent. The Corporation's registered agent is: Leisner Law, PL 3301 Bayshore Blvd #707 Tampa FL 33629

Article IV. Officers. The names and addresses of the Corporation's officers are:

President	Wanda L. Phillips	7821 N. Dale Mabry Highway Suite 200 Tampa FL 33614
Secretary	David Phillips	7821 N. Dale Mabry Highway Suite 200 Tampa FL 33614
Treasurer	David Phillips	7821 N. Dale Mabry Highway Suite 200 Tampa FL 33614
Vice President	Olga V. Phillips	7821 N. Dale Mabry Highway Suite 200 Tampa FL 33614

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

David Phillips 7821 N. Dale Mabry Highway Suite 200 Tampa FL 33614

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value no par value per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Caribe	bay, Inc.
Ву: Д	Diana Urrego as attorney-in-fact
bỹ	Diana Urrego as attorney-in-fact
	Wanda L. Phillips
Title: _	President
Date: _	September 1, 2009
Corner	eta Crastians International Inc

Corporate Creations International Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 (561) 694-8107

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Caribebay, Inc.

REGISTERED AGENT/OFFICE:

Leisner Law, PL 3301 Bayshore Blvd #707 Tampa FL 33629

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

LEISNER LAW, PL

by Diana Urrego as attorney-in-fact

Date: 9/1/2009

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