

PD9000070209

(Requestor's Name)

(Address)

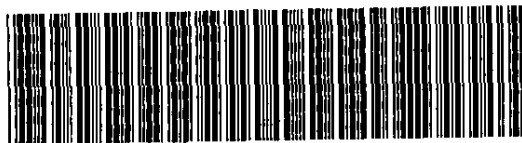
(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL



900181856049

06/09/10--01046--011 **43.75

FUECOTECH
P.O. BOX 220830
HOLLYWOOD, FL 33022

Special Instructions to Filing Officer:

Office Use Only

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
18 JUN -9 AM 9:52

Amended /cc
Restated
@ 6/11/10

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FUECOTECH, INC.**

Pursuant to Sections 607.1002; 607.10025; and 607.1006 of the Florida Business Corporation Act, the undersigned President of Fuecotech Inc., a Florida corporation bearing Document Number P09000070209 (the "Corporation") submits these Amended and Restated Articles of Incorporation to amend and restate the initial Articles of Incorporation and hereby certifies that:

FIRST: On March 15, 2010 the Board of Directors of the Corporation has approved and adopted the following Amended and Restated Articles of Incorporation;

SECOND: The following amendments were duly agreed and adopted by the majority of stockholders of the Corporation;

THIRD: The following amendments do not adversely affect the rights and preferences of the holders of the outstanding shares of the Corporation's common stock; and

NOW THEREFORE, The Corporation's Articles of Incorporation are hereby being restated and amended to read in its entirety as follows:

Article 1. Corporate Name

The name of the corporation is Fuecotech, Inc.

Article 2. Purpose

The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the laws of Florida.

Article 3. Registered Agent and Address

Stefania Bologna Esq. is appointed as the registered agent of the Corporation.

The address of the registered office of the Corporation in the State of Florida is 150 SE 2nd Avenue, Suite 1010, Miami, FL 33139.

Article 4. Capital

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 270,000,000 shares, consisting of (i) 20,000,000 shares of Preferred Stock, \$.0001 par value per share ("Preferred Stock") and (ii) 250,000,000 shares of Common Stock, \$.0001 par value per share ("Common Stock").

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUN -9 AM 9:52

- (A) Preferred Stock. The Board of Directors is expressly granted the authority to issue shares of the Preferred stock, from time to time, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, including without limitation, dividend rights, conversion rights, voting rights, redemption privileges and liquidation preferences, as shall be stated in the resolution or resolutions duly adopted by the Board of Directors providing for the issue of such series (a "Certificate of Designation of Series "X" Preferred Stock") and as may be permitted by Florida law. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Certificate of Designation of Series "X" Preferred Stock.
- (B) Common Stock. The dividend, redemption, liquidation, and other rights of the holders of Common Stock shall be subject to the rights of the holders of Preferred stock of any class or series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any class or series.
1. Dividends. Subject to the prior rights of holders of all classes of Preferred stock at the time outstanding, the holders of Common stock shall be entitled to receive dividends when and as declared by the Board of Directors.
 2. Liquidation. Upon the Company's liquidation, dissolution or winding up, the holders of Common stock shall be entitled to share ratably in all assets remaining after payment of liabilities and the satisfaction of rights on liquidation preferences of any outstanding shares of Preferred stock.
 3. Redemption. The Common Stock is not redeemable.
 4. Sinking Fund. There are no sinking fund provisions applicable to the shares of Common stock.
 5. Voting Rights. The holders of the Common stock shall have voting power equal to one vote for each share of Common stock at the time outstanding.
 6. Stockholders' Meetings. The holders of Common stock shall be entitled to a notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall have the right to attend any stockholders' meeting and vote at such meeting on all matters submitted to the vote of stockholders.
 7. Preemptive Rights. The holders of Common stock shall have no preemptive rights.
 8. Conversion Rights. The holders of Common stock shall have no right to convert their shares of Common stock into any other type of the Corporation's securities.

9. Registration Rights. The holders of Common stock shall be entitled to register their shares for a qualified sale in accordance with the applicable provisions of the U.S. Securities Act of 1933. The Company is presently not under any obligation, and has not granted any rights, to register any of the Company's presently outstanding Securities or any of its Securities that may be issued hereafter.
10. Inspection Rights. So long as the holder of Common stock holds at least five percent (5%) of the outstanding shares of the Company's fully converted and diluted shares, the Company shall permit such stockholder, its representatives and advisors, to inspect the Company's records at any time upon provision of the advance 30-day Notice of Inspection.

Article 5. Bylaws.

- (A) The Initial Bylaws shall remain in full force and effect.
- (B) The Bylaws of the Corporation shall be kept at the principal place of business of the Corporation.
- (C) The changes to Bylaws may be adopted, amended or repealed by the affirmative vote of the holders of a majority of the voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class on an as-converted basis without a separate vote of the holders of Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Certificate of Designation of Series "X" Preferred Stock.

Article 6. President

- (A) The President of the Corporation shall be elected within the month of January of each consecutive calendar year by the stockholders at the stockholders' meetings by the affirmative vote of the holders of a majority of voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class on an as-converted basis without a separate vote of the holders of Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Certificate of Designation of Series "X" Preferred Stock.
- (B) The election of President of the Corporation shall be conducted by a written ballot in lieu of the meeting.
- (C) The President of the Corporation shall be able to exercise all such powers of the Corporation and perform all such lawful acts and responsibilities as determined by the Corporation's Bylaws.
- (D) To the fullest extent permitted by Florida law as the same exists or as may hereafter be amended, the President of the Corporation shall not be personally liable to the Corporation and/or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of

a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

Article 7. Board of Directors

- (A) The business affairs of the Corporation shall be managed by its Board of Directors, which shall be able to exercise all such powers of the Corporation and do all such lawful acts as determined by the Corporation's Bylaws.
- (B) The Board of Directors shall be elected by the stockholders at the stockholders' meetings by the affirmative vote of the holders of a majority of voting power of all then outstanding voting shares of stock of the Corporation entitled to vote together as a single class on as-converted basis without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Certificate of Designation of Series "X" Preferred Stock.
- (E) The election of the Board of Directors of the Corporation shall be conducted by a written ballot.
- (C) The number of directors that constitute the Board of Directors of the Corporation shall be designated as set forth in the Corporation's Bylaws.
- (D) To the fullest extent permitted by Florida law as the same exists or as may hereafter be amended, the directors of the Corporation shall not be personally liable to the Corporation and/or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.
- (E) The Corporation's Board of Directors shall have the power from time to time, at its discretion, to adopt, amend or repeal the Corporation's Bylaws by a majority vote at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting, or by written consent as provided by Florida law.

Article 8. Stockholders' Meetings

- (A) The meetings of stockholders may be held within or outside of the State of Florida, as the Board of Directors may specify with the Notice of Stockholders' Meeting on the case-by-case basis.
- (B) The meetings of stockholders shall be held in accordance with the Corporation's Bylaws in effect on the date of the meeting.
- (C) The directors, in their discretion, may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of

considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders is represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interests, or for any other reason.

Article 9. Corporate Records

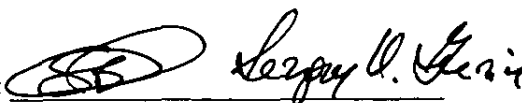
- (A) The books of the Corporation will be kept at the principal place of business of the Corporation, or such place or places as may be designated from time to time by the Bylaws of the Corporation.

Article 10. Indemnification of Officers.

- (A) The Corporation, to the full extent permitted by Florida law, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereby.
- (B) In excess of the indemnification otherwise permitted by Florida law, the Corporation is authorized to provide indemnification of agents through the provisions of Bylaws, agreements with agents, affirmative vote of the stockholders or disinterested directors, or otherwise.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by Sergey Gurin, the President of the Corporation on this 20th day of March, 2010.

FUECOTECH, INC.

By: 

Name: Sergey Gurin

Title: President and Chief Operating Officer

Articles of Amendment
to
Articles of Incorporation
of

FUECOTECH INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P09000070209

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

150 SE 2ND AVENUE

1010

MIAMI, FL 33139

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

PO BOX 220830

HOLLYWOOD, FL 33022

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: STEFANIA BOLOGNA, ESQ.

New Registered Office Address: 150 SE 2ND AVENUE
(Florida street address)

MIAMI, Florida 33139
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

AMENDING ARTICLE 4 BY ADDING ARTICLE 4(B)9 AND ARTICLE 4(B)10

PLEASE SEE THE ATTACHED DOCUMENT

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: MARCH 15, 2010

Effective date if applicable: MARCH 15, 2010
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated March 15, 2010

Signature  Sergey G. Gurin
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SERGEY GURIN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)