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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EMERALD ENDEAVORS INC.**

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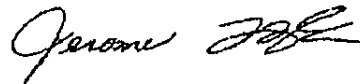
**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
EMERALD ENDEAVORS, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "*Act*"), the undersigned corporation, Emerald Endeavors, Inc. (the "*Corporation*"), a Florida corporation, certifies the following:

1. The name of the Corporation is Emerald Endeavors, Inc.
2. The Amended and Restated Articles of Incorporation are attached hereto. The Amended and Restated Articles of Incorporation amend and restate the Corporation's Articles of Incorporation in their entirety. The Amended and Restated Articles of Incorporation contain amendments which are contained in the text thereof.
3. The Amended and Restated Articles of Incorporation do not contain any provision for the exchange, reclassification or cancellation of issued shares.
4. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent effective January 27, 2011.
5. The Amended and Restated Articles of Incorporation contain amendments to the Corporation's previously existing Articles of Incorporation which require shareholder approval.
6. The Amended and Restated Articles of Incorporation were recommended by the Board of Directors of the Corporation and submitted to the shareholders of the Corporation for approval. The Amended and Restated Articles of Incorporation of the Corporation were approved by the shareholders of the Corporation by written consent effective January 27, 2011, which written consent was signed, dated and delivered to the Corporation by shareholders holding a number of shares sufficient for approval under the Act.

IN WITNESS WHEREOF, the President of the Corporation has signed this Certificate as of January 27, 2011.

EMERALD ENDEAVORS, INC.



By: _____
Jerome Foster, President

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APPROVED
FEB 3 2011
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMERALD ENDEAVORS, INC.**

Pursuant to Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "*Act*"), Emerald Endeavors, Inc., approves and adopts the following Amended and Restated Articles of Incorporation (these "*Amended Articles*");

**ARTICLE I
NAME**

The name of this corporation is Emerald Endeavors, Inc. (the "*Corporation*").

**ARTICLE II
DURATION**

The Corporation shall exist perpetually. The corporate existence commenced upon the filing of the initial Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes:

- A. To transact any and all lawful business or activity permitted under the Act.
- B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the Corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended Articles or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of objectives of the Corporation.
- C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE IV
POWERS**

The Corporation shall have all of the corporate powers enumerated in the Act.

ARTICLE V CAPITAL STOCK

A. The Corporation is authorized to issue 5,000,000 shares of \$0.001 par value common stock, which shall be designated as "common stock."

B. Except as otherwise provided by law or in the bylaws of the Corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding capital stock of the Corporation.

ARTICLE VI ADDRESS

The initial street address of the principal office and the registered office of the Corporation is: 5009 Glenrose Court, Tallahassee, FL 32309 and the name of the initial registered agent of the Corporation is Jerome Foster. The Board of Directors may from time to time move the principal or registered office to any other address in Florida or change the Corporation's registered agent.

ARTICLE VII DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

ARTICLE VIII SIGNATORY

The name and address of the person signing these Amended Articles is:

Jerome Foster
5009 Glenrose Court
Tallahassee, FL 32309

ARTICLE IX OFFICERS

The Board of Directors may provide for the election or appointment and prescribed the duties of all officers and agents of the Corporation as the Board may deem desirable and proper, and may take such action not inconsistent with these Amended Articles and the bylaws of the Corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the Corporation.

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XI
MEETINGS**

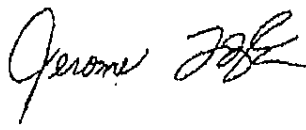
Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

**ARTICLE XII
AMENDMENT**

These Amended Articles may be amended in the manner provided by law.

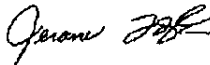
[Signature Page Follows.]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on this 27th day of January, 2011.

By: 
Jerome Foster, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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 MY POSITION AS REGISTERED AGENT.



By: _____

Jerome Foster
Registered Agent

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