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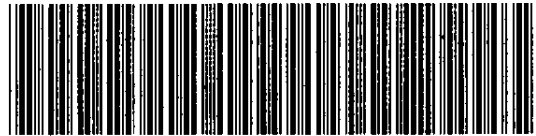
(Business Entity Name)

(Document Number)

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12/22/09--01031--019 **35.00

FILED
DEC 22 AM 11:20
TALLAHASSEE, FLORIDA

Amend & Rest.
C.COULLIETTE

DEC 28 2009

EXAMINER

THERREL BAISDEN, P.A.

ATTORNEYS AT LAW
SUNTRUST INTERNATIONAL CENTER
ONE S.E. THIRD AVENUE SUITE 2950
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WRITER'S EMAIL:
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CATCHINGS THERREL (1890 - 1971)
FRED R. BAISDEN (1903 - 1971)
LEO ROSE, JR. (1917 - 1998)
FRED R. STANTON (1924-2009)

December 21, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Mountain High Holdings, Inc.
Amended and Restated Articles of Incorporation
Our File No. 209214**

Dear Sir/Madam:

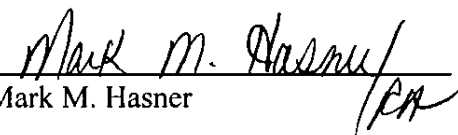
The enclosed Amended and Restated Articles of Incorporation of Mountain High Holdings, Inc. is submitted for filing, together with a check in the amount of \$35.00 for the filing fees.

Please return all correspondence concerning this matter to the undersigned. Thank you.

Sincerely,

THERREL BAISDEN, P.A.

By:


Mark M. Hasner

MMH/rav
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOUNTAIN HIGH HOLDINGS, INC.**


FILED
09 DEC 22 AM 11:20
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **MOUNTAIN HIGH HOLDINGS, INC.**
2. This corporation shall have a perpetual existence, unless dissolved according to law and, commenced on the 27thth day of April, 1992 in the State of North Carolina and domesticated in the State of Florida on December 17, 2009.
3. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
4. The Corporation is authorized to issue two thousand (2,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and ninety eight thousand (98,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.
5. The street address of the principal office of this corporation is: 4755 Technology Way Suite 202 Boca Raton, Florida 33431. The street address of the registered office of this corporation is: Leder Realty & Management, Inc., 4755 Technology Way Suite 202 Boca Raton, Florida 33431.
6. The number of common shares of the Corporation outstanding at the adoption was Fifty Thousand (50,000), and the number of shares entitled to vote thereon was Fifty Thousand (50,000).
7. The number of shares voted in favor of such Amendment was Fifty Thousand (50,000), and the number of shares voted against such Amendment was none. The number of votes cast in favor of such Amendment by the Shareholders was sufficient for unanimous approval.
8. Each shareholder will exchange each share of common stock of the Corporation for .02 Class A voting common shares of the Corporation and .98 Class B nonvoting common shares of the Corporation.
9. These Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on the 15th day of December, 2009. All of the shareholders voted in favor of these Amended and Restated Articles of Incorporation.


Pursuant to Florida Statutes Sections 607.0123 and 607.0203(1), these Amended and Restated Articles of Incorporation shall become effective on the 18th day of December, 2009.

MOUNTAIN HIGH HOLDINGS, INC.

By: 
Samuel E. Leder, President

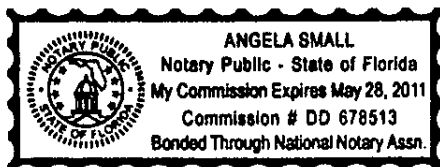
(CORPORATE SEAL)

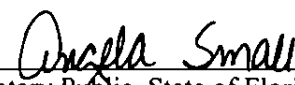
ATTEST:


Sean M. Leder, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of December, 2009, by **Samuel E. Leder**, as President of **MOUNTAIN HIGH HOLDINGS, INC.**, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.




Notary Public, State of Florida at Large
Angela Small
Type/Print/or Stamp Name of Notary Public

My Commission Expires:
may 28, 2011

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

MOUNTAIN HIGH HOLDINGS, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **MOUNTAIN HIGH HOLDINGS, INC.**, desiring to reorganize under the laws of the State of Florida with its principal office at: 4755 Technology Way Suite 202, Boca Raton, Florida 33431, has named Leder Realty & Management, Inc., located at 4755 Technology Way Suite 202, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Sean M. Leder, President of Leder Realty & Management, Inc.