

Jul 30, 2010 4:17 PM

SALVATORI & WOOD

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Amended

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Restated

8/2-1/10

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUALEDIX, INC.
(a Florida Corporation)**

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, the undersigned Florida corporation adopts the following Amended and Restated Articles of Incorporation which shall supersede in their entirety the previously filed Articles of Incorporation of the Corporation.

**ARTICLE I
NAME, PRINCIPAL OFFICE, MAILING ADDRESS**

The name and address of this corporation is Qualedix, Inc., (hereinafter called the "Corporation"). The Corporation's principal office and mailing address are located at 8951 Bonita Beach Road SE, Suite 525-368, Bonita Springs, FL 34135-4208.

**ARTICLE II
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE III
CAPITAL STRUCTURE OF THE CORPORATION**

The Corporation shall have the authority to issue three classes of equity to shareholders as follows:

A. The Corporation shall have the authority to issue up to One Hundred Million (100,000,000) shares of (\$0.0001) par value voting common shares.

B. The Corporation shall have the authority to issue up to Fifty Million (50,000,000) shares of no par value non-voting common shares.

C. The Corporation shall have the authority to issue up to Ten Million (10,000,000) shares of non-voting preferred shares whose features will be determined by the Board of Directors in accordance with the bylaws of the Corporation.

**ARTICLE IV
PURPOSE; CORPORATE POWERS**

The Corporation is organized and shall be operated in accordance with Florida law for such lawful purposes as the Board of Directors shall direct. The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and

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to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation under Florida law.

ARTICLE V
BOARD OF DIRECTORS

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

ARTICLE VI
AMENDMENT OF THE ARTICLES AND BYLAWS

The bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted, by the affirmative vote of (3/4ths) of the full voting board of directors of the Corporation.

These Articles of Incorporation of the Corporation may be amended by the affirmative vote of (3/4ths) of the full voting board of directors. If the required 3/4th consent of the Directors is not received, the directors by majority vote may but shall not be required to submit the amendment to the shareholders who may approve the Amendment by a two-thirds (2/3rds) vote in the affirmative.

ARTICLE VII

The street address of the Corporation's registered office in the State of Florida is 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683 and the name of its registered agent at such office is Salvatori, Wood & Buikel, PL, Registered Agent.

ARTICLE VIII
ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous consent of the Board of Directors as permitted by Florida law and the Corporation's bylaws on July 28, 2010.


This amendment does not require shareholder approval.

The date of adoption of these Amended and Restated Articles of Incorporation is July 28, 2010.

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed these Amended and Restated Articles of Incorporation on the 28 day of July, 2010.

Qualedix, Inc., a Florida Corporation

By:


Mark Lott, President

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No. 3511 P. 4

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

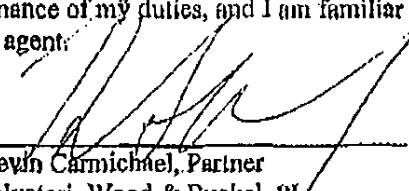
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is Qualedix, Inc, Inc.

The name of the initial registered agent of the Corporation is Salvatori, Wood & Buckel,
PL, is 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

REGISTERED AGENT ACCEPTANCE

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 that 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.



Kevin Carmichael, Partner
Salvatori, Wood & Buckel, PL
Registered Agent

Date:

7/29/2010

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