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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
O8O CANADA PREFERRED, INC.**

O8O Canada Preferred, Inc., a corporation organized and existing under and by virtue of the Laws of the State of Florida (the "Corporation"), pursuant to Section 607.1007 of the Florida Business Corporation Act, does hereby certify that the Board of Directors of O8O Canada Preferred, Inc. has adopted a resolution setting forth these amended and restated Articles of Incorporation, declaring the restatement advisable and in the Corporation's best interest. The restatement is as follows:

I. The Articles of Incorporation of this Corporation were filed with the Secretary of State of the State of Florida on July 12, 2010.

II. The Restated Articles of Incorporation are as follows:

ARTICLE 1

Name

The name of this corporation shall be:

O8O Canada Preferred, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2804 N. 36th St.
Tampa, FL 33605

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually

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performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

ARTICLE 4

Registered Office and Registered Agent

The registered office of this corporation shall be located at 2804 N. 36th St., Tampa, FL 33605, and the registered agent of this corporation at such office shall be Karen G. Spisak. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or in accordance with the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

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ARTICLE 7

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 8

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 9

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

III. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on Aug. 31, 2010, prior to the issuance of shares. Shareholder action was not required.

IV. These Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, O80 Canada Preferred, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by the President this 31 day of Aug., 2010.

O80 CANADA PREFERRED, INC.

By: 

Christopher J. Bell
President

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