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*Amended And  
Restated Art*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Lender to Lender Franchise, Inc.

**DOCUMENT NUMBER:** P10000058715

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Pearlman  
Name of Contact Person

Quintaneros, Prieto, Wood & Bayer, P.A.  
Firm/ Company

One East Broward Blvd., suite 1400  
Address

Fort Lauderdale, Florida 33315  
City/State and Zip Code

brian@pearlmanlawgroup.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian Pearlman at (954) 523-7008  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |  |   |
|---|--|--|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is enclosed) |
|---|--|--|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF LENDER TO LENDER FRANCHISE, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of **Lender to Lender Franchise, Inc.** (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 15, 2010, Document No. P10000058715.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on July 31, 2010. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME**

The name of the Corporation is Lender to Lender Franchise, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

100 Second Avenue South, #300N  
St. Petersburg, Florida 33071

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Five Million (105,000,000) shares, of which:

(i) One Hundred Million (100,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Five Million (5,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be

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authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 100 Second Avenue South, #300N, St. Petersburg, Florida 33071. The name of the Corporation's registered agent at that office is: Island Capital Management, LLC.

#### **ARTICLE VII INITIAL DIRECTORS**

The initial director of the Corporation shall be Richard Vanderport.

#### **ARTICLE VIII INITIAL OFFICERS**

The initial officers of the Corporation shall be:

<b>Name</b>	<b>Title</b>
Richard Vanderport	Chief Executive Officer
Jeffrey Bartlett	Chief Operating Officer
Renee Trout	Secretary and Treasurer

#### **ARTICLE IX AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

#### **ARTICLE IX CONTROL SHARE ACQUISITIONS**

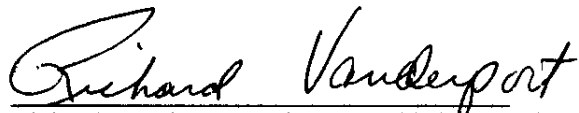
The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**THIRD:** The foregoing amendments were adopted by all of the Directors and holders of all of the outstanding Common Stock of the Corporation pursuant to section 607.1001 and 607.1003 of the Florida Business Corporation Act on July 31, 2010. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31th day of July, 2010.

A handwritten signature in cursive script that reads "Richard Vanderport". The signature is written in dark ink and is positioned above a horizontal line.

Richard Vanderport, Director, Chief Executive Officer  
and Sole Shareholder