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FLORIDA PROFIT/NON PROFIT CORPORATION  
BluePrint Technologies, Inc.

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**ARTICLES OF INCORPORATION  
BLUEPRINT TECHNOLOGIES, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is **BLUEPRINT TECHNOLOGIES, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

15500 Roosevelt Boulevard, Suite 101  
Clearwater, FL 33760

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

**A. General**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Ten Billion One Hundred Million (10,100,000,000) shares, consisting of (i) Ten Billion (10,000,000,000) shares of Common Stock, \$.001 par value per share (the "Common Stock"), and (ii) One Hundred Million (100,000,000) shares of Preferred Stock, \$.001 par value per share (the "Preferred Stock").

**B. Board Authority Regarding Preferred Stock**

The Board of Directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) Whether or not the class or series shall have voting rights, full or limited, or will be without voting rights;
- (b) The number of shares to constitute the class or series and the designation thereof;

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- (c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
- (d) Whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) The dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the corporation;
- (h) Whether or not the shares of any class or series is convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) Such other rights and provisions with respect to any class or series as may to the Board of Directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially two directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are Bryan McGuire and Michael Nole.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Michael Nole  
15500 Roosevelt Boulevard, Suite 101  
Clearwater, FL 33760

**ARTICLE VII**  
**INCORPORATOR**

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

Michael Nole  
15500 Roosevelt Boulevard, Suite 101  
Clearwater, FL 33760

**ARTICLE VIII**  
**INDEMNIFICATION**

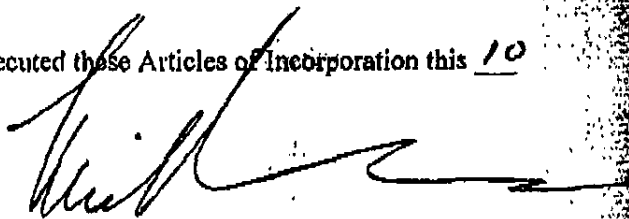
The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX**  
**LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10  
day of February, 2011.



Michael Nole  
Incorporator

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TOLSON, MISSISSIPPI

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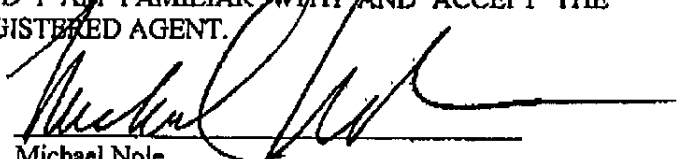
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is **BLUEPRINT TECHNOLOGIES, INC.**
- 2. The name and street address of the registered agent and office in the State of Florida are:

Michael Nole  
15500 Roosevelt Boulevard, Suite 101  
Clearwater, FL 33760

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Michael Nole  
Registered Agent

Dated: February 10, 2011