

P11000059373

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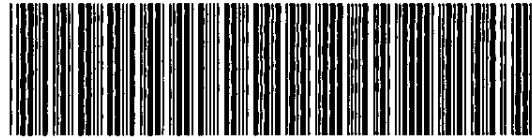
(Business Entity Name)

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SECRETARY OF STATE
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ShopZooney Inc.

DOCUMENT NUMBER: P11000059373

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

Please return all correspondence concerning this matter to the following:

Thomas R. Szoke

Name of Contact Person

ShopZooney Inc.

Firm/ Company

525 Technology Park, Suite 165

Address

Lake Mary, Florida 32746

City/ State and Zip Code

ceo@myshopzooney.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas R. Szoke at (407) 620-9110

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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(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
TO THE ARTICLES OF INCORPORATION
FOR
SHOPZOOEY INC. (P11000059373)**

FILED
11 DEC 13 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SHOPZOOEY INC., organized and existing under and by virtue of the General Corporation Law of the State of Florida, does hereby certify as follows:

1. The name of the Corporation is SHOPZOOEY INC. The date of filing of its original Articles of Incorporation with the Secretary of State was June 28, 2011.
2. This Amended and Restated Articles of Incorporation restates and amends the Articles of Incorporation of the Corporation by deleting from the Articles of Incorporation, all provisions thereof and substituting in lieu thereof the Amended and Restated Articles of Incorporation set forth in Paragraph 4 below.
3. The Amended and Restated Article of Incorporation was duly approved by unanimous written consent of the Board of Directors of the Corporation on December 7, 2011. The Corporation has not received money for stock as of the date hereof.
4. The text of the Articles of Incorporation is amended and restated hereby to read as herein set forth in full:

ARTICLE I

NAME

The name of the corporation is SHOPZOOEY INC. (the "Corporation").

ARTICLE II

PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The address of the Corporation's principle place of business and mailing address in the State of Florida is SHOPZOOEY INC., 525 Technology Park, Suite 165., in the City of Lake Mary, County of Seminole, State of Florida 32746.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida and to possess and exercise all of the powers and privileges granted under such law and the other laws of the State of Florida.

ARTICLE IV

AUTHORIZED STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 200,000,000 shares of Common Stock, \$.0001 par value per share, for an aggregate par value of \$20,000 (the "Common Stock").

The following is a statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of the capital stock of the Corporation:

A. Common Stock.

(1) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting at any meeting held for the purpose of electing directors. The presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum of the Common Stock for the purpose of electing directors by holders of the Common Stock.

(2) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor, if and when determined by the Board of Directors.

(3) Liquidation. Upon the voluntary or involuntary liquidation, sale, merger, consolidation, dissolution or winding up of the Corporation, holders of shares of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders.

(4) Redemption. The Common Stock is not redeemable.

ARTICLE V

NAME AND ADDRESS OF REGISTERED AGENT

The name and Florida Street address of the registered agent is:

THOMAS R. SZOKE

921 PARKSIDE POINTE BLVD

APOPKA, FL 32712

I CERTIFY THAT IS AM FAMILIAR WITH AND ACCEPT THE RESPONSIBILITIES OF REGISTERED AGENT.

REGISTERED AGENT SIGNATURE: STEVEN KLEINBERGER

ARTICLE VI

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

THOMAS R. SZOKE

921 PARKSIDE POINTE BLVD

APOPKA, FL 32712

INCORPORATOR SIGNATURE: THOMAS R. SZOKE

ARTICLE VII

OFFICERS AND/OR DIRECTORS

The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the Bylaws of the Corporation (the "Bylaws"), unless provided otherwise in this Articles of Incorporation or a certificate of designation relating to the rights of the holders of any class or series of preferred stock, voting separately by class or series, to elect additional directors under specified circumstances. No director of the Corporation need be a Stockholder.

The initial officer(s) and/or director(s) of the corporation is/are:

I. Title: President/Chief Executive Officer

Thomas R. Szoke
921 Parkside Pointe Blvd
Apopka, Florida 32712

II. Title: Executive Vice President/Chief Financial Officer/Treasurer

Istvan Nagy
2608 Meeting Place, Unit# 202
Orlando, Florida 32814

ARTICLE VIII

NO CLASS VOTING

Notwithstanding Section 242(b)(2) of the General Corporation Law of the State of Florida, the number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

ARTICLE IX

AUTHORITY OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. To make, alter or repeal the Bylaws of the Corporation.
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- D. To designate one or more committees, each committee to consist of one or

more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide, that, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the Bylaws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the Bylaws of the Corporation; and, unless the resolution or Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

E. When and as authorized by the stockholders in accordance with statute, to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

F. To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.

G. To authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors, of the executive committee of the Board of Directors, and of other committees, and to determine the amount of such compensation and fees.

H. To authorize the issuance from time to time of shares of stock of the Corporation of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

I. To designate the reclassification from time to time of unissued shares of common stock of the Corporation as preferred stock in one or more series, and to fix by resolution the powers, preferences, and rights, and the qualifications limitations, and restrictions of any class of stock, unless fixed in this Articles of Incorporation, without any action by the stockholders.

ARTICLE X

DURATION

The Corporation is to have perpetual existence.

ARTICLE XI

LIMITATION OF LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Florida, or (iv) for any transaction from which the Director derived an improper personal benefit.

If the General Corporation Law of the State of Florida or any other statute of the State of Florida, hereafter is amended to authorize corporate action further eliminating or limiting the personal liability of Directors of the Corporation, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation of the liability of a Director provided by the foregoing provisions of this Article Nine.

Any repeal or amendment of this Article Nine shall be prospective only and shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or amendment.

ARTICLE XII

INDEMNIFICATION

To the maximum extent permitted by law, the Corporation shall indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom.

To the maximum extent permitted by law, the Corporation may indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors.

The Corporation shall, if so requested by a Director or officer, advance expenses (including attorneys' fees) incurred by a Director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by and on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such Director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification rights provided in this Article Ten (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE XIII

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

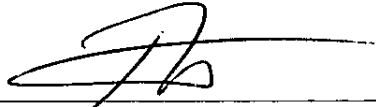
This Amended and Restated Articles of Incorporation was duly adopted in accordance with Sections 241 and 245 of the General Corporation Law of the State of Florida. In lieu of a meeting and vote thereat of the Directors of the Corporation, such Directors adopted this Amended and Restated Articles of Incorporation by unanimous written consent pursuant to Section 141 of the General Corporation Law.

* * *

{Signatures on following page}

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed by its [Chief Executive Officer] this 7th day of December 2011.

SHOPZOOEY INC.

A handwritten signature in black ink, appearing to read 'TSzoke', written over a horizontal line.

Thomas R. Szoke

F. **If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: December 7, 2011

Effective date **if applicable:** December 7, 2011
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval
by _____.”
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated December 7, 2011

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas P. Szoke
(Typed or printed name of person signing)

President / CEO
(Title of person signing)