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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ELITE LED TECHNOLOGIES HOLDINGS INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective September 13, 2011 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Elite LED Technologies Holdings Inc.

Old Name:

Article II. Address

The mailing address of the Corporation is:

Elite LED Technologies Holdings Inc.

c/o Udolf & Libow LLP

3351 NW Boca Raton Boulevard

Boca Raton FL 33431

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ryan Laconte

Bruce Black

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Udolf & Libow LLP

3351 NW Boca Raton Boulevard

Boca Raton FL 33431

561-843-0867

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Article IV. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of common stock, par value no par value per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Allen H. Libow

3351 NW Boca Raton Boulevard

Boca Raton FL 33431

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Elite LED Technologies Holdings Inc.

By: 

by Diana Urrego as attorney-in-fact

Name: Ryan Laconte

Title: Director

Date: September 13, 2011

Udolf & Libow LLP
3351 NW Boca Raton Boulevard
Boca Raton FL 33431
561-843-0867

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Elite LED Technologies Holdings Inc.

REGISTERED AGENT/OFFICE:

Allen H. Libow
3351 NW Boca Raton Boulevard
Boca Raton FL 33431

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALLEN H. LIBOW
by Diana Urrego as attorney-in-fact

Date: September 13, 2011

Udolf & Libow LLP
3351 NW Boca Raton Boulevard
Boca Raton FL 33431
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