

P11000107703

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

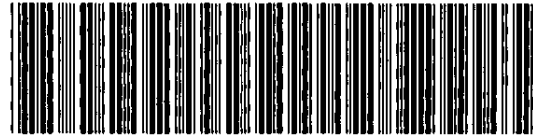
(Business Entity Name)

(Document Number)

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12 AUG - 8 AM 9:03  
SECTION OF OFFICE  
FILED

Amended  
Restarted  
@ 8/14/12

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Ideal Restaurant Group, Inc.

DOCUMENT NUMBER: P11000107703

Please return all correspondence concerning this matter to the following:

James P Flaherty

Name of Contact Person

Ideal Restaurant Group, Inc.

Firm/ Company

1801 Mariner Drive, #13

Address

Tarpon Springs, FL 34689

City/ State and Zip Code

jpflaherty@itnc-usa.com

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

For further information concerning this matter, please call:

James Flaherty

Name of Contact Person

at ( 516 ) 446-3883

Area Code & Daytime Telephone Number

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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 OF INCORPORATION  
OF  
IDEAL RESTAURANT GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 AUG -8 AM 9:03

Ideal Restaurant Group, Inc. (the "**Corporation**"), a corporation organized under the laws of the State of Florida, does hereby certify:

- I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "**Act**") of the State of Florida, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on December 22, 2011 and all amendments thereto and restatements thereof that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.
- II. Each Amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Act. The restated articles and each amendment thereto were duly approved and adopted by the Corporation's Board of Directors and Shareholders on January 31, 2012, and the number of votes cast by the Shareholders for the amendment(s) and for the adoption of the Amended and Restated Articles of Incorporation was/were sufficient for approval.
- III. The original Articles of Incorporation and all amendments thereto are hereby superseded by these Amended and Restated Articles of Incorporation effective on date of filing of such with the Florida Secretary of State, and are as follows:
  1. The name of the Corporation is Ideal Restaurant Group, Inc.
  2. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is Ideal Restaurant Group, Inc.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 227 North Avenue, Suite 200, New Rochelle, New York 10801.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 200,000,000 shares of Common Stock, \$0.001 par value; and
2. 5,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the

appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

#### **ARTICLE IV. - NO ANTI-TAKEOVER LAW GOVERNANCE.**

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

#### **ARTICLE V. - DIRECTOR - CONFLICTS OF INTEREST.**

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.


#### **ARTICLE VI. - INDEMNIFICATION.**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

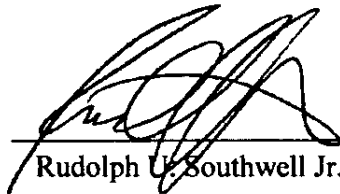
**ARTICLE VII. REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is James P. Flaherty, 1801 Mariner Drive, Unit 13, Tarpon Springs, Florida 34689.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
James P. Flaherty, Registered Agent

Signed this 31st, day of January 2012.

  
Rudolph U. Southwell Jr., President

Articles of Amendment  
to  
Articles of Incorporation  
of

Ideal Restaurant Group, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

Ideal Restaurant Group, Inc.

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

**See Attached Sheets**

**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)*

**N/A**



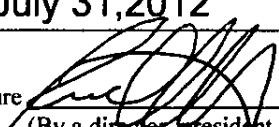
The date of each amendment(s) adoption: January 31, 2012

Effective date if applicable: \_\_\_\_\_  
(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 July 31, 2012

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)

Rudolph Southwell

(Typed or printed name of person signing)

President

(Title of person signing)