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Requestor's Name
3260 W. Baldwin Dr.
Address
Toll FL 6684311
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SOL-A-RAJ CORP. (Corporation Name) (Document #)
2. (Corporation Name) (Document #) Amended & Restated Articles
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #) 200002292342--

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

09/15/97--01001--013
*****35.00 *****35.00

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
X	Amendment / RESTATED ARTS
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

AUDIT NUMBER 156008013955

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOL-A-RAJ CORP.

SOL-A-RAJ CORP. (the "Corporation"), pursuant to Section 607.1007 of the Florida Statutes, hereby adopts this Amended and Restated Articles of Incorporation, which accurately restates and integrates the Corporation's Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth, as permitted by Section 607.1007 of the Florida Statutes.

The Corporation's Articles of Incorporation are amended by this Amended and Restated Articles of Incorporation as follows:

(a) To increase the authorized number of shares of capital stock and decrease the par value of the authorized capital stock from one million (1,000,000) shares, par value \$.01 per share, to twenty-eight million (28,000,000) shares, par value \$.001 per share, and to reclassify such shares from common stock into twenty million (20,000,000) shares of common stock, par value \$.001 per share, and eight million (8,000,000) shares of preferred stock, par value \$.001 per share, which preferred stock may be designated in such classes or series which such powers relative rights, preferences, qualifications, limitations and restrictions as the Board of Directors may determine. Upon the filing and effectiveness of this Amended and Restated Articles of Incorporation, (1) the Corporation's 1,000 shares of presently authorized and issued common stock shall be increased at the rate of 1,000 shares of the new common stock, par value \$.001 per share, for each share of the presently authorized and issued common stock, par value \$.01 per share, resulting in 1,000,000 shares of new common stock outstanding, (2) the Corporation's 999,000 shares of presently authorized and unissued common stock, par value \$.01 per share, shall be increased at the rate of 19.01901902 shares of new common stock, par value \$0.001 per share, for each share of the presently authorized and unissued common stock, resulting in 19,000,000 shares of authorized and unissued new common stock and (3) the Corporation's 100 shares of presently authorized and unissued common stock, par value \$.01 per share, shall be reclassified into preferred stock and shall be increased at the rate of 80,000 shares of new preferred stock, par value \$0.001 per share, for each share comprising such 100 shares of presently authorized and unissued common stock, par value \$.01 per share, resulting in 8,000,000 shares of authorized and unissued preferred stock. The Board of Directors shall be authorized to designate and issue the preferred stock from time to time in one or more series and to fix the rights, preferences, qualifications, limitations and restrictions with respect to any such series of preferred stock.

(b) To eliminate Article VI - "Directors" establishing the number of directors required to constitute the entire Board of Directors.

(c) To eliminate Article VIII - "Initial Directors" naming the Corporation's

initial directors.

(d) To change Article VII - "Incorporator" to Article VI - "Incorporator" and change the name of the Incorporator to Thomas Hindson.

(e) To eliminate Article IX - "Other Provisions" (except for subparagraph 8 thereof which shall be replaced as described below) containing certain statements and requirements with respect to subscription and ownership of the Corporation's stock and the Corporations By-Laws.

(f) To eliminate Article X - "Grant of Preemptive Rights" which granted certain preemption rights to the holders of the Corporation's capital stock.

(g) To change Article XI "Registered Office" to Article V - "Registered Office" and to change the address stated therein.

(h) To eliminate Article XII - "Amendment" which reserved certain rights to the Corporation with respect to amendments to the Corporation's Articles of Incorporation.

(i) To replace Article IX, paragraph 8 regarding indemnification with a new Article VII - "Indemnification" which contains certain provision regarding indemnification of the Corporation's officers, directors, employees and agents .

(j) To insert a new Article VIII - "Control Share Acquisition" to exempt the Corporation from the Affiliate Transaction and Control Share Acquisition Sections (Sections 607.0901 through 607.0903) of the Florida Statutes.

Each such amendment made by this Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Statutes and this Amended and Restated Articles of Incorporation (including each amendment hereto) were duly adopted by Written Consent, dated September 2, 1997, signed by the holders of all of the Corporation's issued and outstanding shares of stock.

The Corporation's Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Amended and Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above:

ARTICLE I
Name

The name of the corporation is Sol-A-Raj Corp.

ARTICLE II
Purpose

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the United States or the State of Florida.

ARTICLE III
Capital Stock

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is twenty eight million (28,000,000) shares, consisting of:

(1) twenty million (20,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"); and

(2) eight million (8,000,000) shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

No holder of the Corporation's stock shall have any preemptive right to acquire the Corporation's securities.

B. Provisions Relating to Preferred Stock.

(1) General. The Preferred Stock may be issued from time to time in one or more classes or series as specified in Section 607.0602 of the Florida Statutes (or in such other manner as may be permitted by law), the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Corporation's Board of Directors (the "Board").

(2) Preferences. The Board is hereby expressly granted authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the

Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof and the filing of an appropriate Articles of Amendment with the Florida Secretary of State, the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(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 fund or funds 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 the 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 that the holders of any class or series thereof shall be 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 shall be 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 the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or 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 special rights and protective provisions with respect to any class or series as the Board may deem 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 or all of the foregoing respects. The Board may increase the number of shares of 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 may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

For purposes of determining whether a non-voting series of Preferred Stock shall be entitled to vote as a class pursuant to Section 607.1004 of the Florida Statutes (or any successor section or statute hereinafter enacted) on an amendment to the Corporation's Amended and Restated Articles of Incorporation, an amendment that increases the total number of authorized shares of Preferred Stock shall not be considered to be an adverse change to the terms of any individual series of Preferred Stock and shall not require a vote or the consent of the holders of any such series of Preferred Stock.

C. Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof. The powers, preferences and rights of the Common Stock and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law.

(1) *Voting Rights.* Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. Every holder of Common Stock shall be entitled to cast one (1) vote on each matter on which stockholders of record shall be entitled to vote for each share standing in such holder's name on the record books of the Corporation on the record date fixed for the determination of stockholders entitled to vote at such meeting.

(2) *Dividends.* Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

ARTICLE IV
Term

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V
Address

The Corporation's mailing address and principal office is 7810 N.W. 40th Street, Coral Springs, Florida 33065. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in the State.

ARTICLE VI
Incorporator

The name and street address of the person signing this Amended and Restated Articles of Incorporation as the Incorporator is:

Mr. Thomas Hindson
7810 N.W. 40th Street,
Coral Springs, Florida 33065

ARTICLE VII
Indemnification

A. Indemnification.

The Corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made or threatened to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, including appeals therein (any such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (1) is or was a director or officer of the Corporation, or (2) while serving as a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer or in any other capacity, any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the Corporation, being hereinafter referred to as an "Enterprise") against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, actually and reasonably incurred as a result of or in connection with any

Proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Proceeding, he had no reasonable cause to believe his conduct was unlawful.

The Corporation shall further indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made or threatened to be made a party to, any Proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person, such person's testator or intestate (1) is or was a director or officer of the Corporation, or (2) while serving as a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer or in any other capacity of any other "Enterprise", against any and all expenses (including attorney's fees) actually and reasonably incurred as a result of or in connection with any defense or settlement of such Proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director, officer or other person serving in any other capacity for or on behalf of the Corporation has been successful on the merits or otherwise in defense of any Proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

B. Procedures.

Any indemnification under Article VII, Paragraph A (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person seeking indemnification is proper in the circumstances because he has met the applicable standard of conduct set forth in Article VII Paragraph A. Such determination shall be made (1) by the Board of Directors by majority vote of a quorum consisting of directors who are not interested parties to such Proceeding or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs based upon an opinion of an independent legal counsel or (3) by the Corporation's shareholders.

Expenses (including attorneys' fees) incurred in defending a civil or criminal Proceeding may be paid by the Corporation in advance of final disposition of such Proceeding as authorized in the manner provided in the foregoing paragraph upon receipt

of an undertaking by or on behalf of the person seeking such expenses to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the Corporation as soon as practicable; however, an individual's failure to provide such notice shall not relieve the Corporation of its indemnification obligations hereunder, except to the extent that the Corporation has been prejudiced by its failure to receive such notice in a timely manner. The Corporation shall then be permitted to participate in the defense of any such proceeding or, unless conflicts of interest or position exist between such person and the Corporation in the conduct of such defense, to assume such defense. In the event that the Corporation assumes the defense of any such Proceeding, legal counsel selected by the Corporation shall be acceptable to such person. After such an assumption, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred unless such expenses have been expressly authorized by the Corporation. In the event that the Corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such a Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

C. Non-Exclusive Nature. The rights to indemnification and advancement of expenses granted by or pursuant to this Articles VII: (1) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, corporate charter, by-law, resolution of shareholders or directors or agreement; (2) shall be deemed to constitute contractual obligations of the Corporation to any director or officer who serves in a capacity referred to in this Articles VII at any time while this Article VII is in effect; and (3) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this Article VII to require the Corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of an Articles of Incorporation, and the indemnification required by this Article VII shall not be limited by the absence of an express recital of such circumstances.

D. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any Enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the

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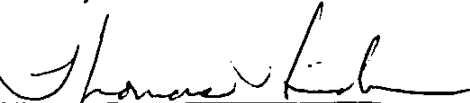
Corporation would have the power to indemnify against such liability under the provisions of this Article VII.

ARTICLE VIII
Affiliated Transactions and Control-Share Acquisitions

The Corporation, pursuant to the provisions of Section 607.0901 of the Florida Statutes, specifically elects not to be governed by Section 607.0901 of the Florida Statutes, pertaining to Affiliates Transactions and further elects, pursuant to provisions of Sections 607.0902(5) and (11) of the Florida Statutes, not to be governed by Section 607.0902 of the Florida Statutes, pertaining to Control Share Acquisitions.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of September 2, 1997.

SOL-A-RAJ CORP.

By: 
Name: Thomas Hindson
Title: Chief Executive Officer