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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

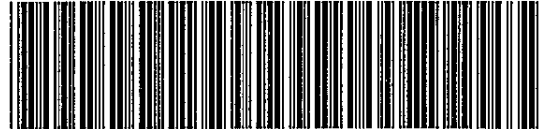
Special Instructions to Filing Officer:

Called Mr. Alba, Secretary
they need to have on file
Restart Articles showing
Gilbert Henric as only
Officer/director.

10/28/04

T. Lewis

Office Use Only



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Avstart
T. Lewis

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CLERK

Alba Law, P.A.
4711 SW 8 Street
Miami, Florida 33134
Phone: (305) 648-2522
Facsimile: (305) 648-0721

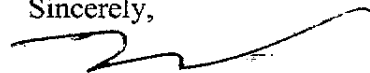
October 14, 2004

Dept of State Div of Corp
P.O. Box 6327
Tallahassee, FL 32314

Dear Rep:

Enclosed please find amended and restated of articles for H & H International Development Group, Inc., along with required filing sheet and \$35 fee. Feel free to call my office if there are any questions.

Sincerely,



Gilbert Valdes Alba, Esq.

Enclosures
GV/ff

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**Amended and Re-stated Articles of Incorporation
of
H & H International Development Group, Inc.**

The undersigned subscriber to these Amended and re-stated Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the “corporation” is:
H & H INTERNATIONAL DEVELOPMENT GROUP, INC., (hereafter
“Corporation”).

ARTICLE 2 – PURPOSE OF CORPORATION

The “Corporation” shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPLE OFFICE

The address of the principle office of the “Corporation” is 10800 SW 47 Terrace, Miami, FL 33165 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this “Corporation” is Norma Henric whose address shall be the same as the principle office of the “Corporation”.

ARTICLE 5 – OFFICERS

The officers of the “Corporation” shall be:

Gilbert Henric President

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ARTICLE 6 – DIRECTOR(S)

The director(s) of the “Corporation” shall be:

Gilbert Henric

Whose address shall be the same as the principle office of the “Corporation”.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that the “Corporation” is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of any class shall have any pre-emptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any pre-emptive right that the Board of Directors(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the “Corporation” may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the “Corporation”.

7.4 The Board of Director(s) of the corporation may, by re-stated Articles of Incorporation, classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 8 – SHAREHOLDER’S RESTRICTIVE AGREEMENT

All of the shares of stock of this “Corporation” may be subject to a shareholder’s Restrictive Agreement containing numerous restrictions on the right of shareholders of the “Corporation” and transferability of the shares of stock of the “Corporation”. A copy of the shareholders’ Restrictive Agreement, if any, is on file at the principle office of the “Corporation”.

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ARTICLE 9 – POWERS OF CORPORATION

The “Corporation” shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This “Corporation” shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The “Corporation” to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the “Corporation” as the owner thereto, for all purposes, and except as may be agreed in writing by the “Corporation”, the “Corporation” shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the “Corporation” shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this “Corporation” is located at 10800 SW 47 Terrace, Miami, FL 33165. The name of and the address of the registered agent of this “Corporation” is Gilbert Henric, located at 10800 SW 47 Terrace, Miami, FL 33165.

ARTICLE 13 - BY-LAWS

The Board of Director(s) of the “Corporation” shall have the power, without the assent of vote of the shareholders, to make, amend or repeal the by-laws of the “Corporation”, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the by-laws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

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ARTICLE 15 – AMENDMENT

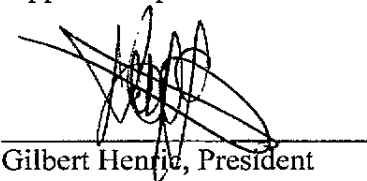
The “Corporation” reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes of the state of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to reservation.

I have filed the foregoing amended and re-stated Articles of Incorporation under the laws of the State of Florida, this 14 of October 2004.


Gilbert Henric, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION**

Gilbert Henric, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the duties, and the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Gilbert Henric, President

**STOCKHOLDERS LIST
OF
H & H INTERNATIONAL DEVELOPMENT GROUP, INC.**

The following is a list of all stockholders arranged by voting group:
NAME, ADDRESS, & # of SHARES:

Gilbert Henric
10800 SW 47 Terr.
Miami, FL 33165
10,000 shares


Gilbert Henric, President

Articles of Amendment
to
Articles of Incorporation
of

H & H INTERNATIONAL DEVELOPMENT GROUP, INC.

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

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(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE 5 amended

ARTICLE 6 amended

(Attach additional pages if necessary)

If an amendment provides for 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

(continued)

The date of each amendment(s) adoption: ARTICLE 5 & 6 adopted 14, of
October 2004.

Effective date if applicable: 14, of October 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved 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.

Signed this 14, day of October, 2004.

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)

Gilbert Henric

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35