P98000066576

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Division of Corporations
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PRISTINE INTERNATIONAL SEAFOOD, INC.

Certificate of Status	0
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Amended Restated 8/7/07

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Articles of Amendment
to
Articles of Incorporation
of

Pristine International Seafood, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

P98000066576
(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.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

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

Please delete the following Sole Director and President Joseph J. Meuse

Please add following Sole Director and President John F. Heskett, 501 S. Johnstone Ave, Suite 501, Bartlesville, OK 74003

Amend and Restate the Certificate of Incorporation as per the attached

(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)

Not Applicable

(continued)

The date of each amendment(s) adoption: 07/03/07

Effective date if applicable: ______________________
(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.

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)

John F. Heskett
(Typed or printed name of person signing)

President & Director
(Title of person signing)

FILING FEE: $35

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PRISTINE INTERNATIONAL SEAFOOD, INC.

These Amended and Restated Articles of Incorporation were approved by a majority of the Stockholders and a majority of the Board of Directors on August 3, 2007.

FIRST: The name of the corporation is Pristine International Seafood, Inc.

SECOND: The principle place of business is 501 S. Johnstone Ave., Suite 501, Bartlesville, OK 74003

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under Florida Law.

FOURTH: The amount of the total authorized capital stock of the Corporation is One Hundred and Ten Million (110,000,000) shares, of which Ten Million (10,000,000) shares shall be preferred stock, par value $0.0001 (hereinafter the "Preferred Stock"), and one hundred million (100,000,000) shares shall be common stock, par value $0.0001 (hereinafter the "Common Stock").

FIFTH: The name(s) and address(s) of the Board of Directors are as follows:

John F. Heskett	501 South Johnstone, Suite 501 Bartlesville OK 74003

The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: Its registered office in the State of Florida is located at 2731 Executive Park Drive, Suite 4, Weston, FL 33331. The registered agent in charge thereof is NRAI Services, Inc.

SEVENTH: The Corporation shall be perpetual unless otherwise decided by a majority of the board of directors.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of Florida, the board of directors is authorized to amend or repeal the bylaws.

NINTH: The Corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the Laws of Florida.

I, John Heskett, under the laws of the State of Florida, Pursuant to section 607.0123, Florida Statutes do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, on August 3, 2007.

Signed and Attested to by:

John Heskett, President/Sole Director

WRITTEN CONSENT OF DIRECTORS
OF
PRISTINE INTERNATIONAL SEAFOOD INC

Pristine International Seafood Inc., a corporation duly organized and existing under and by virtue of Florida Law does hereby certify the following Amendments Pursuant to section 607.0123, Florida Statutes:

FIRST: That at a meeting called pursuant to provisions of Florida law, as amended, which provides that any action required to be taken at a meeting of the Board of Directors of a Florida corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors of the corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

1. The Amended and Restated Certificate of Incorporation of Pristine International Seafood Inc., attached hereto was approved unanimously by the Board of Directors of the Corporation effective as of August 3, 2007.

2. The Amended and Restated Certificate of Incorporation set forth below was approved by majority consent of the shareholders of the Corporation.

3. The Corporation is authorized to issue 3,000,000,000 shares of capital stock, of which 3,000,000,000 shares are common stock, $0.0001 par value per, of which 48,867,460 shares of Common Stock are issued and outstanding as of the date of execution of the above-referenced shareholders' consents. Twenty-Five Million (25,000,000) shares were represented by the Consent.

4. Of the 48,867,460 shares outstanding, 25,000,000 of the outstanding shares of the Corporation's Common Stock voted in favor of the amendment to the Certificate of Incorporation set forth below,

RESOLVED, that the Restated Articles of Incorporation attached hereto is hereby approved and passed in its entirety such that the matters set forth therein do hereby constitute the actions of this Board;

ONE: Amend and Restate the Articles of Incorporation as per the attached hereto.

SECOND: That said amendment was submitted to the stockholders owning a majority of the outstanding shares of the Corporation for their consideration and approval.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 3rd day of August, 2007.

John F. Heskett

John F. Heskett, as Chairman, President, Secretary and Sole Director

**PRISTINE INTERNATIONAL SEAFOOD INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

August 3, 2007

THE UNDERSIGNED, being the holders of 25,000,000 shares of common stock of Pristine International Seafood Inc., a Florida Corporation, constituting 51.16% of the outstanding shares of voting stock of the Corporation hereby adopts the following resolutions by written consent Pursuant to section 607.0123, Florida Statutes, as if duly adopted at a duly called and noticed meeting:

FIRST: That at a meeting called pursuant to provisions of Florida Law, as amended, which provides that any action required to be taken at a meeting of the Board of Directors of a Florida corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors of the corporation, resolutions were duly adopted setting forth a proposed restatement of the Certificate of Incorporation of said corporation, declaring said restatement to be advisable. The resolution setting forth the proposed amendment is as follows:

1. Amended and Restated Certificate of Incorporation of Pristine International Seafood Inc., set forth below was approved unanimously by the Board of Directors of the Corporation effective as of August 3, 2007.

RESOLVED, that the Restated Certificate of Incorporation attached hereto is hereby approved and passed in its entirety such that the matters set forth therein do hereby constitute the actions of this Board;

ONE: Amend and Restate the Articles of Incorporation as per the attached hereto...

IN WITNESS WHEREOF, the undersigned have executed this Majority Consent as of this 3rd day of August, 2007.

**PRISTINE INTERNATIONAL SEAFOOD INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

August 3, 2007

STOCKHOLDERS:

Name and Signature:		**Number of Shares Held**	
John F. Heskett		**25,000,000**	
	Total	**25,000,000**	**(51.16%)**