

04/17/08 10:11 FAX

Division of Corporations

2001

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000099611 3)))



H080000996113A3C1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8450
Fax Number : (407) 423-7014

2008 APR 17 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

HEARTBREAKER HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

Amended & Re-Filed

TB

4-17-08

Heartbreaker Holdings, Inc.

Articles of Amendment and Restatement

Pursuant to the applicable provisions of the Florida Statutes, **Heartbreaker Holdings, Inc.**, a Florida corporation, does hereby amend and restate its Articles of Incorporation, as amended.

1. The name of the corporation whose Articles of Incorporation, as amended, are being amended and restated by these Articles of Amendment and Restatement is Heartbreaker Holdings, Inc., a Florida corporation.

2. The Amended and Restated Articles of Incorporation of Heartbreaker Holdings, Inc., a Florida corporation, shall read as follows:

**Amended and Restated Articles of Incorporation
of
Heartbreaker Holdings, Inc.**

The undersigned does hereby make, subscribe and file these Amended and Restated Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this corporation is: Heartbreaker Holdings, Inc.

ARTICLE II

Capital Stock

The total number of shares of capital stock which this corporation shall have the authority to issue is Ten Million (10,000,000) shares of Common Stock having a par value of \$.0001 per share.

Upon the effectiveness of any "combination," as such term is defined in Section 607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

FILED
2008 APR 17 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. 4080009916113

ARTICLE III

Indemnification

This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees, attorneys and agents to the fullest extent permitted by the laws of the State of Florida.

3. The foregoing Amended and Restated Articles of Incorporation of Heartbreaker Holdings, Inc., a Florida corporation, shall supercede the Articles of Incorporation of Heartbreaker Holdings, Inc. and all amendments thereto.

4. These Articles of Amendment and Restatement of Heartbreaker Holdings, Inc., a Florida corporation, were required to be approved by the Board of Directors and the shareholders of the corporation. These Articles of Amendment and Restatement were duly adopted by the written consent of the sole director of Heartbreaker Holdings, Inc., a Florida corporation, as of April 7, 2008 and by the written consent of the sole shareholder of Heartbreaker Holdings, Inc., a Florida corporation, as of April 7, 2008.

5. The only voting group entitled to vote on the amendments contained in these Articles of Amendment and Restatement was the holders of shares of Common Stock of Heartbreaker Holdings, Inc., a Florida corporation. The number of votes cast in favor of such amendment by the members of such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the corporation, by and through its undersigned director and officer thereunto duly authorized, has executed these Articles of Amendment and Restatement on April 10, 2008.

Heartbreaker Holdings, Inc.

By 

Stephen D. Hove, President