

V58119

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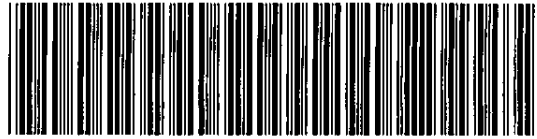
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Amended And
Restated Art

FILED
08 MAR 11 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts MAR 13 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: My Vintage Baby, Inc.

DOCUMENT NUMBER: V58119

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert A. Forrester

(Name of Contact Person)

Robert A. Forrester, Attorney

(Firm/ Company)

1215 Executive Drive West, Suite 102

(Address)

Richardson, TX 75081

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert A. Forrester

(Name of Contact Person)

at (972) 437-9898

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
My Vintage Baby, Inc.***

FILED

08 MAR 11 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation was incorporated on August 17, 1992, under the name Wildflower Financial Corp. Pursuant to Sections 607.1002 and 607.1007, Florida Business Corporation act. The amended and restated Articles of Incorporation were approved by the shareholders on March 10, 2008. The number of votes cast for the amendments by the shareholders was sufficient for approval.

***Article I
Name and Address***

The name of the corporation is My Vintage Baby, Inc., and its principal place of business is 430 Powerhouse, Suite 301, McKinney, TX 75071.

***Article II
Duration***

The Corporation shall exist perpetually

***Article III
Purposes***

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

***Article IV
Capital Stock***

On June 1, 2007 (the "Effective Time"), a one-for-500 reverse stock split of the Corporation's common stock became effective with respect to each issued and outstanding share of common stock, pursuant to which each 500 shares of common stock outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time (the "Old Common Stock") was reclassified and combined (the "Reverse Split") into one share of common stock automatically and without any action by the holder thereof upon the Effective Time and represented one share of common stock from and after the Effective Time (the "New Common Stock"). No fractional shares of common stock were issued as a result of such reclassification and combination. In lieu of any fractional share to which the stockholder would otherwise be entitled, the Corporation issued one share of Common Stock.

(a) The maximum number of shares that this corporation shall be authorized to issue and have outstanding at anyone time shall be 1,030,000,000 shares which are to be divided into two classes as follows: 1,000,000,000 shares of common stock, par value \$0.001 per share; and 30,000,000 shares of preferred stock, par value \$0.001 per share.

(b) The Board of Directors is expressly authorized and empowered to divide any or all of the shares of preferred stock into series and to fix and determine the relative rights and preferences of the shares of any series so established. The Board of Directors is expressly authorized to designate each series of preferred stock so as to distinguish the shares thereof from the shares of all other series and classes.

(c) The number of shares constituting the Series A Preferred Shares shall be 1,000,000. Each issued and outstanding Series A Preferred Shares shall be entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Corporation issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Corporation with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration, including the election of directors. Except as provided by law, holders of Series A Preferred Shares shall vote together with the holders of Common Shares as a single class. The Corporation shall not amend, alter or repeal the Series A Preferred Shares, special rights or other powers of the Series A Preferred Shares so as to affect adversely the Series A Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Article V
Registered Office

The street address of the registered office of the Corporation is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

Article VI
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Director of the Corporation has executed this Restated and amended Bylaws this tenth day of March, 2008



Jessica Wiswall
Director and Chief Executive Officer