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ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20110818134-99
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

QUANTUM BIT INDUCTION TECHNOLOGY, INC.

2. The articles are: (mark only one box) Restated Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:
The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

ARTICLE ONE. - Name change
ARTICLE FOUR. - Splits and reduces authorized Common Capital Shares, eliminates authorization of Class B shares
ARTICLE ELEVEN. - Grants authority to issue obligations with stockholder rights under NRS 78.197

4. Effective date and time of filing: (optional) Date: November 30, 2011 Time: 8:00am EST
(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
QUANTUMBIT, INC.**

(PURSUANT TO NRS 78.403)

* * * * *

Pursuant to the provisions of the laws of the State of Nevada relating to private corporations, RESOLUTION of a majority of Shareholder votes on July 18, 2011, and implementing RESOLUTION unanimously adopted by the Board of Directors on November 7, 2011, the corporation hereby adopts the following Articles of Incorporation with Amendments:

ARTICLE ONE. [NAME]. The name of the corporation is: **QUANTUMBIT, INC.**

ARTICLE TWO. [RESIDENT AGENT]. The name and address for the agent for service of process is omitted pursuant to NRS 78.403(3)(c).

ARTICLE THREE. [PURPOSES]. The corporation is organized to engage in any activity or business not in conflict with the laws of the State of Nevada or of the United States of America, and without limiting the generality of the foregoing, specifically:

- I. **[OMNIBUS].** To have to exercise all the powers now or hereafter conferred by the laws of the State of Nevada upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- I. **[CARRYING ON BUSINESS OUTSIDE THE STATE].** To conduct any carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store or other facility.
- II. **[PURPOSES TO BE CONSTRUED AS POWERS].** The purposes specified herein shall be construed both as purposes and powers and shall be in now wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE FOUR. [CAPITAL STOCK]. The corporation shall have authority to issue an aggregate of **TWO BILLION FOUR HUNDRED MILLION (2,400,000,000) COMMON CAPITAL SHARES, PAR VALUE ONE MIL (\$0.001)** per share for a total capitalization of **TWO MILLION FOUR HUNDRED THOUSAND DOLLARS (\$2,400,000.00).**

The holders of shares of capital stock of the corporation shall not be entitled to pre-emptive or preferential rights to subscribe to any unissued stock or any other securities which the corporation may now or hereafter be authorized to issue.

The stockholders shall not possess cumulative voting rights at all shareholders meetings called for the purpose of electing a Board of Directors.

Pursuant to NRS 78.209, Resolution of a majority of all stockholder votes, and Resolution of the Board of Directors;

ONE (1) Common Capital Share will be issued on **November 30, 2011** in exchange for each SIX THOUSAND (6,000) Common Capital Shares issued prior to **November 30, 2011**, and

Fractions of Common Capital Shares issued on **November 30, 2011** will be rounded up to the next integer value, and

Every Shareholder will be issued at least 15 Common Capital Shares on **November 30, 2011**.

ARTICLE FIVE. [DIRECTORS]. The affairs of the corporation shall be governed by a Board of Directors of no more than eight (8) nor less than one (1) person. The names and addresses of the first Board of Directors are omitted pursuant to NRS 78.403(3)(b).

ARTICLE SIX. [ASSESSMENT OF STOCK]. The capital stock of the corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to pay debts of the corporation, and no paid up stock and no stock issued as fully paid up shall ever be assessable or assessed.

ARTICLE SEVEN. [INCORPORATOR]. Omitted pursuant to NRS 78.403(3)(a)

ARTICLE EIGHT. [PERIOD OF EXISTENCE]. The period of existence of the corporation shall be perpetual.

ARTICLE NINE. [BY-LAWS]. The By-laws of the corporation have been adopted by its Board of Directors. The power to alter, amend, or repeal the By-laws, or to adopt new By-laws, shall be vested in the Board of Directors, except as otherwise may be specifically provided in the By-laws.

ARTICLE TEN. [STOCKHOLDER'S MEETINGS]. Meetings of stockholders shall be held at such place within or without the State of Nevada as may be provided by the By-laws of the corporation. Special meetings of the stockholders may be called by the President or any other executive officer of the corporation, the Board of Directors, or any member thereof, or by the record holder or holders of at least ten percent (10%) of all shares entitled to vote at the meeting. Any action otherwise required to be taken at a meeting of the stockholders, except election of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by stockholders having at least a majority of the voting power.

ARTICLE ELEVEN. [CONTRACTS OF CORPORATION]. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or

may be pecuniarily or otherwise interested in any contract or transaction of the corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any directors of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director and officer of such other corporation or not so interested.

The corporation may issue bonds, debentures or other obligations that have any of the rights of a stockholder in the corporation pursuant to Nevada Revised Statutes 78.197 and resolution of the Board of Directors of the corporation prior to issuance.

ARTICLE TWELVE. [LIABILITY OF DIRECTORS AND OFFICERS]. No director or officer shall have any personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Twelve shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Nevada Revised Statutes.


IN WITNESS WHEREOF, the undersigned Secretary of the corporation has hereunto affixed his signature at Harris County, Texas this 7th day of November, 2011.




Pete McCain, Secretary & Director

On the 7th day of November, 2011, before me, the undersigned, a **Notary Public** in and for the State of Texas, personally appeared **Pete McCain**, known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


NOTARY PUBLIC
Residing in Harris County, Texas

My Commission Expires:

Nov. 26, 2011

