

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROSSFIRE ELITE, INC.

2012 DEC 21 PM 1:23

SECRETARY OF STATE
STATE OF IDAHO

Effective as of December 21, 2012 (the "Effective Date"), the Articles of Incorporation of Crossfire Elite, Inc. (the "Corporation"), are amended and restated in their entirety as follows:

Article 1
NAME OF THE CORPORATION

The name of the Corporation is "Crossfire Elite, Inc."

Article 2
SHARES

2.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be two million five hundred thousand (2,500,000), with no par value, consisting of one million five hundred thousand (1,500,000) shares of common stock (the "Common Stock") and one million (1,000,000) shares of preferred stock (the "Preferred Stock"). The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

2.2 Preferred Stock. Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Corporation's board of directors ("Board") and stated in the resolution or resolutions providing for its issuance prior to the issuance of any shares thereof. The Board shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations, and relative rights of the shares of any series that is wholly unissued or to be established, including without limitation the dividend rate, conversion rights, redemption price, and liquidation preference. Unless otherwise specifically provided in the resolution establishing any series, the Board shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

2.3 Series A Stock Designation. There is hereby designated a series of Preferred Stock known as the Series A Preferred Stock consisting of one million (1,000,000) shares of Preferred Stock ("Series A Stock"). The Series A Stock shall have the following rights, preferences, privileges, qualifications, limitations, and restrictions:

2.3.1 Dividends. Each issued and outstanding share of Series A Stock shall, with respect to each fiscal year of the Corporation during which such share is issued and outstanding (prorated to the extent such share was issued and outstanding for less than the complete fiscal year), accrue cumulative dividends equal to: 20% of the net income of the Corporation during such fiscal year divided by the number of shares of Preferred Stock issued

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CROSSFIRE ELITE, INC. - 1

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and outstanding during such fiscal year, (prorated to the extent any shares of Preferred Stock were issued and outstanding for less than the complete fiscal year). Such dividends shall be payable out of funds legally available therefor when, as, and if declared by the Board, acting in its sole discretion. No dividend shall be paid to the holders of Common Stock (except dividends payable solely in Common Stock) unless all accrued but unpaid dividends on shares of the Series A Stock have been paid or declared and set aside for payment.

2.3.2 Liquidation.

(a) In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary,

(i) First, the holders of the Series A Stock shall be entitled to receive, on a parity with any other Preferred Stock, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock, all accrued but unpaid dividends on such shares, whether or not such dividends have been declared by the Board, but no more. If the assets and funds available for distribution to the holders of the Series A Stock, on a parity with any other Preferred Stock, are insufficient to pay the accrued dividends in full, then the entire assets and funds of the Corporation legally available for distribution shall be distributed to the holders of the Series A Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(ii) Then, if applicable, after payment in full of such preferential amounts has been made to the holders of the Series A Stock, on a parity with any other Preferred Stock, all remaining assets of the Corporation legally available for distribution shall be distributed ratably among the holders of the Common Stock.

(b) For purposes of this Section 2.3.2, a liquidation, dissolution, or winding up of the Corporation shall be deemed to include (i) the Corporation's sale of all or substantially all of its assets, and (ii) the acquisition of the Corporation by another entity (other than a reincorporation for the purpose of changing the Corporation's domicile) by means of merger or other form of corporate reorganization in which the outstanding shares of this Corporation are exchanged for securities or other consideration issued by or on behalf of the acquiring corporation as a result of which the stockholders of the Corporation immediately prior to such transaction hold less than fifty percent (50%) of the voting power of the surviving or resulting corporation.

2.3.3 No Right to Convert. The Series A Stock shall not be convertible into Common Stock or any other security of this Corporation.

2.3.4 No Right to Vote or Notice. Except as required by law, the holders of Series A Stock shall have no voting rights and shall not be entitled to notice of any stockholders' meeting.

Article 3
BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than seven (7). Until changed as provided in the Corporation's Bylaws, the number of directors authorized to constitute the board of directors is one (1).

Article 4
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 2212 Cortland Place, Nampa, Idaho 83687, and the name of the registered agent at such address is Jarrod Barr.


Article 5
LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

Article 6
INDEMNIFICATION

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

Dated: December ~~24~~, 2012
(388)

By: 
Jarrod Barr, President

**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
CROSSFIRE ELITE, INC.**

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Crossfire Elite, Inc., an Idaho corporation (the "**Corporation**"), and all amendments thereto, pursuant to Title 30, Chapter 1 of the Idaho Code, does hereby certify that:

1. Name. The name of the corporation is Crossfire Elite, Inc.
2. Amendment and Restatement. The text of the Amended and Restated Articles of Incorporation is attached.
3. Approval by Board of Directors. The amendments were duly approved and adopted by unanimous written consent of the board of directors of the Corporation effective December 20, 2012, in the manner required and as permitted by the Idaho Business Corporation Act and the Corporation's Articles of Incorporation.
4. Approval by Shareholders. The amendments were duly approved and adopted by unanimous written consent of the shareholders of the Corporation effective December 20, 2012, in the manner required and as permitted by the Idaho Business Corporation Act and the Corporation's Articles of Incorporation.

CROSSFIRE ELITE, INC.

Dated: December 20, 2012

By: 
Jarrod Barr, President

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CROSSFIRE ELITE, INC.