



Colorado Secretary of State
 Date and Time: 06/14/2011 02:39 PM
 ID Number: 19871288462
 Document number: 20111340358
 Amount Paid: \$25.00

Document must be filed electronically.
 Paper documents will not be accepted.

Document processing fee \$25.00
 Fees & forms/cover sheets
 are subject to change.

To access other information or print
 copies of filed documents,
 visit www.sos.state.co.us and
 select Business.

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871288462

1. Entity name: Tytan Holdings, Inc.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Saskia Terhorst
(Last) (First) (Middle) (Suffix)

PO Box 1249
(Street name and number or Post Office Box information)

Kalama WA 98625
(City) (State) (Postal/Zip Code)

United States
(Province – if applicable) (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**WRITTEN CONSENT TO ACTION TAKEN
WITHOUT MEETING BY THE SHAREHOLDERS
OF
TYTAN HOLDINGS, INC.
a Colorado corporation**

Pursuant to authority granted by the laws of Colorado, the corporate action referenced below is hereby taken without a meeting by a majority of the shareholders of Ault Glazer & Co., a Colorado corporation (the "*Corporation*"), and a majority of the shareholders have consented to the following resolutions as actions of the Corporation as shown by their signatures below.

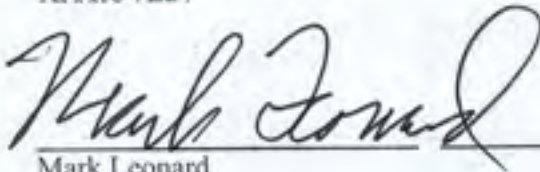
RESOLVED: that the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, be and hereby are approved, ratified and adopted.

RESOLVED FURTHER: That all the officers of the corporation be and hereby are authorized to execute such documents as are necessary to file the Amended and Restated Articles of Incorporation.

The shareholders, by signing this Consent, waive notice of the time, place and purpose of the meeting of the shareholders and agree to the transaction of business of the meeting by written consent of the shareholders in lieu of meeting.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Action Taken Without Meeting by the Shareholders this 25 day of May 2011.

APPROVED:



Mark Leonard

Number of Shares:

500,000 Preferred Stock

Percentage of Preferred Stock:

51%

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TYTAN HOLDINGS, INC.**

Pursuant to CRS 7-90-301, et seq., and 7-90-1003, the person named below causes these Second Amended and Restated Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

**ARTICLE I
NAME**

The name of the corporation shall be Tytan Holdings, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED SHARES**

The total number of shares of all classes of capital stock which the Corporation has the authority to issue is Six Billion Five Hundred One Million (6,501,000,000) shares consisting of the following classes:

(A) One Million (1,000,000) shares of serial preferred stock, \$.001 par value, to be issued in series as follows:

- (i) Six Hundred Thousand (600,000) shares of Class A preferred stock ("Class A Preferred Shares"), and
- (ii) Four Hundred Thousand (400,000) shares of serial preferred stock to be issued in series from time to time ("Series Preferred Stock").

(B) Six Billion Five Hundred Million (6,500,000,000) common shares, \$.001 par value ("Common Stock").

The designations, voting powers, preferences and relative priority, participating, option or other special rights, and qualifications, limitations or restrictions of the above classes of stock are as follows:

DIVISION A(i)

EXPRESS TERMS OF THE
CLASS A PREFERRED SHARES

Section 1. The holders of Class A Preferred Shares shall have the right to elect or remove members of the Board of Directors by majority vote. In the event that there are no outstanding Class A Preferred Shares, then this right shall be held by those persons holding the Common Stock.

Section 2. In no event so long as any Class A Preferred Shares shall be outstanding shall any dividend, except one payable in Common Stock or other shares ranking junior to the Series

Preferred Stock, be paid or declared or any distribution be made on the Common Stock or any other shares ranking junior to the Class A Preferred Shares, nor shall any Common Stock or any other shares ranking junior to the Class A Preferred Shares be purchased, retired, redeemed or otherwise reacquired by the Corporation (except out of the proceeds of the sale of Common Stock or other shares ranking junior to the Class A Preferred Shares received by the Corporation):

(a) Unless all accrued and unpaid dividends on Class A Preferred Shares, including the full dividends for the current quarterly dividend period, shall have been declared and paid or a sum sufficient for payment thereof set apart; and

(b) Unless there shall be no arrearages with respect to the redemption of Class A Preferred Shares or any sinking fund provided for Class A Preferred Shares in accordance with the provisions of this Division A(i); and

(c) Shareholders owning a majority Class A Preferred Shares vote in favor of, or consent to, the action.

Section 3. (a) The holders of Class A Preferred Shares shall, in case of voluntary or involuntary liquidation, dissolution or winding up of the business and affairs of the Corporation, be entitled to receive in full, out of the assets of the Corporation, including capital, before any amount shall be paid or distributed among the holders of any other shares ranking junior to the Class A Preferred Shares, an amount equal to Thirty Dollars (\$30.00) per share. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Class A Preferred Shares of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Class A Preferred Shares in proportion to the full preferential amount to which each such share is entitled.

After payment to holders of Class A Preferred Shares of the full preferential amounts as aforesaid, holders of Class A Preferred Shares shall participate pro rata with the other shareholders as to any of the remaining assets of the Corporation.

(b) The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all of the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.

Section 4. To the extent not forbidden by statute, the vote or consent of the holders of at least a majority of the Class A Preferred Shares at the time outstanding, given in person or by proxy, either in writing or at a meeting called for the purpose at which the holders of Class A Preferred Shares shall vote separately as a class, shall be necessary to effect any one or more of the following:

(a) Any amendment, alteration or repeal of any of the provisions of the Articles of Incorporation of the Corporation; provided, however, that for the purpose of this clause the amendment of the

Articles of Incorporation so as to authorize or create, or to increase the authorized or outstanding amount of any shares of any class ranking junior to the Class A Preferred Shares shall not be deemed to require such consent;

(b) The authorization or creation of, or the increase in the authorized amount of, any shares of the class, or any security convertible into shares of any class, ranking prior to the Class A Preferred Shares;

(c) The authorization of any shares ranking on a parity with the Class A Preferred Shares or an increase in the authorized number of shares of Class A Preferred Shares;

(d) The purchase or redemption (for sinking fund purposes or otherwise) of less than all of the Class A Preferred Shares then outstanding except in accordance with a stock purchase offer made to all holders of record of Class A Preferred Shares then outstanding.

(e) The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all of the property or business of the Corporation.

Section 5. The holders of Class A Preferred Shares shall have the right, but not the obligation, to convert their shares into Common Stock in the ratio of four hundred shares of Common Stock for each Class A Preferred Share (400:1) at any time and upon not less than sixty (60) days' written notice to the President of the Corporation. In the event that the total authorized but unissued shares of Common Stock in the Corporation are insufficient to effectuate any conversion notice under this Section 5, then the Officers, Directors and shareholders of the Corporation have the obligation to take such actions as may be required to increase the authorized capital of the Corporation.

Section 6. For the purpose of this Division:

Whenever reference is made to shares "ranking prior to the Class A Preferred Shares " or "on a parity with the Class A Preferred Shares," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary liquidation, dissolution, or winding up of the affairs of the Corporation are given preference over or rank equally with (as the case may be) the rights of the holders of Class A Preferred Shares; and whenever reference is made to shares "ranking junior to the Class A Preferred Shares," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders hereof as to the payment of dividends and as to distributions in the event of a voluntary liquidation, dissolution, or winding up of the affairs of the corporation are junior and subordinate to the rights of the holders of Class A Preferred Shares.

DIVISION A(ii)

EXPRESS TERMS OF THE
SERIES PREFERRED STOCK

Section 1. The Series Preferred Stock may be issued from time to time in one or more series. All shares of Series Preferred Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative. Subject to the provisions of Sections 2 through 8, both inclusive, of this Division A(ii), which provisions shall apply to all Series Preferred Stock, the Board of Directors hereby is authorized to cause such shares to be issued in one or more series and with respect to each such series prior to the issuance thereof to fix:

- (a) The designation of the series, which may be by distinguishing number, letter or title;
- (b) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the creation of the series) increase and decrease (but not below the number of shares thereof then outstanding);
- (c) The annual dividend rate of the series, and the date from which dividends shall be cumulative;
- (d) The dates on which dividends, if declared, shall be payable;
- (e) The redemption rights and price or prices, if any, for shares of the series;
- (f) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series;
- (g) The amounts payable on shares of the series in the event of any voluntary or involuntary dissolution, liquidation or winding up of the business and affairs of the corporation;
- (h) Whether the shares of a series are convertible into the shares of any other series or other class of shares, and, if so, the conversion price or prices, any adjustments thereof, and all other terms and conditions upon which such conversion may be made;
- (i) Restrictions on the issuance of shares of the same series or any other class or series; and
- (j) The voting rights of any shares in any series.

Except as prohibited by law, the Board of Directors is authorized to adopt, from time to time, amendments to the Articles of Incorporation fixing, with respect to each such series, the matters described in clauses (a) through (j), inclusive of this Section 1.

Section 2. Nothing in clauses (a) through (i), inclusive, of Section 1 above, shall be construed to require the Board of Directors to fix any particular terms with respect to a series of shares.

Section 3. The holders of Series Preferred Stock of each series, in preference to the holders of Common Stock but subordinate to the holders of Class A Preferred Shares, shall be entitled to receive out of any funds legally available, and when and as declared by the Board of Directors, dividends in cash or property. No dividends may be paid upon or declared or set apart for any of the Series Preferred Stock for any dividend period, unless at the same time a like proportionate dividend for the same dividend period, in proportion to the respective dividend rates fixed therefor, shall be paid upon or declared or set apart for all Series Preferred Stock of all series then issued and outstanding and entitled to receive such dividends.

Section 4. In no event so long as any Series Preferred Stock shall be outstanding shall any dividend, except one payable in Common Stock or other shares ranking junior to the Series Preferred Stock, be paid or declared or any distribution be made except as aforesaid on the Common Stock or any other shares ranking junior to the Series Preferred Stock, nor shall any Common Stock or any other shares ranking junior to the Series Preferred Stock be purchased, retired or otherwise required by the Corporation (except out of the proceeds of the sale of Common Stock or other shares ranking junior to the Series Preferred Stock received by the Corporation):

(a) Unless all accrued and unpaid dividends on Series Preferred Stock, including the full dividends for the current quarterly dividend period, shall have been declared and paid or a sum sufficient for payment thereof set apart; and

(b) Unless there shall be no arrearages with respect to the redemption of Series Preferred Stock of any series or any sinking fund provided for shares of such series in accordance with the provisions of Section 1 of this Division A(ii).

Section 5. (a) The holders of Series Preferred Stock of all outstanding series shall, in case of voluntary or involuntary liquidation, dissolution or winding up of the business and affairs of the corporation, be entitled to receive in full, out of the assets of the Corporation, including capital, before any amount shall be paid or distributed among the holders of any other shares ranking junior to the Series Preferred Stock, such amounts as set forth in the then current Articles of Incorporation. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Series Preferred Stock of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Series Preferred Stock in proportion to the full preferential amount to which each such share is entitled.

After payment to holders of Series Preferred Stock of the full preferential amounts as aforesaid, holders of Series Preferred Stock shall participate pro rata with the other shareholders in any dividends or distributions of the assets of the Corporation.

(b) The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all

of the property or business of the corporation, shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 5.

Section 6. The Corporation shall not issue any Series Preferred Stock, or Preferred Stock that is convertible into or exchangeable for securities, that in the aggregate with all other outstanding shares of Preferred Stock, have the ability to elect a number of directors constituting a majority of the Board of Directors unless the issuance of such Series Preferred Stock shall have been approved by a majority of the Series A Preferred Stock voting separately as a class.

Section 7. For the purpose of this Division:

Whenever reference is made to shares "ranking prior to the Series Preferred Stock" or "on a parity with the Series Preferred Stock," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary liquidation, dissolution, or winding up of the affairs of the Corporation are given preference over or rank equally with (as the case may be) the rights of the holders of Series Preferred Stock; and whenever reference is made to shares "ranking junior to the Series Preferred Stock," such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders hereof as to the payment of dividends and as to distributions in the event of a voluntary liquidation, dissolution, or winding up of the affairs of the corporation are junior and subordinate to the rights of the holders of Series Preferred Stock. Notwithstanding anything herein to the contrary, the Series Preferred Stock shall rank junior to the Class A Preferred Shares.

DIVISION B

EXPRESS TERMS OF THE COMMON STOCK

The Common Stock shall be subject to the express terms of the Series Preferred Stock, and each series thereof. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

ARTICLE III **PREEMPTIVE RIGHTS**

The holders of the capital stock of this Corporation shall not have the preemptive right to acquire additional unissued Shares or treasury shares of the capital stock of this Corporation, or securities convertible into the shares of capital stock or carrying capital purchase warrants or privileges.

ARTICLE IV **CUMULATIVE VOTING**

Cumulative Voting of shares of stock of the Corporation shall not be allowed or authorized in the election of the Board of Directors of the Corporation.

ARTICLE V
PROVISIONS FOR THE REGULATION OF THE INTERNAL CORPORATE AFFAIRS

The following provisions are inserted for the management of the business and for the regulation of the internal affairs of the Corporation and the same are in furtherance of and not in limitation or exclusion to the powers conferred by applicable law.

Section 1. Bylaws. The Board of Directors shall have the power to adopt, alter, amend or repeal, from time to time, such bylaws as it deems proper for the management of the affairs of the Corporation according to these Second Amended and Restated Articles of Incorporation and applicable law.

Section 2. Executive Committee. The Bylaws may provide for designation by the Board of Directors of an Executive Committee and one or more other committees, the personnel and authority of which and the other provisions relating to which shall be as may be set forth in the Bylaws.

Section 3. Place of Meetings. Both shareholder and Board of Director meetings may be held either within or without the State of Colorado, as may be provided in the Bylaws.

Section 4. Compensation to Directors. The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

Section 5. Conflicts of Interest. No transaction of the Corporation with any other person, firm or corporation, or in which this Corporation is interested, shall be affected or invalidated solely by: (a) the fact that any one or more of the Directors or Officers of this Corporation is interested in or is a director or officer of another corporation; or (b) the fact that any Director or Officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

Section 6. Registered Owner of Stock. The Corporation shall be entitled to treat the registered holder of any shares of stock of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, on the part of any other person, including, but not limited to, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to: (a) receive notice the meeting of the shareholders; (b) vote at such meetings; (c) sums payable to shareholders, or (d) own, enjoy or exercise any other property or rights deriving from such shares against the Corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

Section 7. Conduct of Business. The Corporation may conduct part or all of its business not only in the State of Colorado but also in every other state of the United States and the District of Columbia, and in any territory, district, and possession of the United States and in any foreign country, and the Corporation may qualify to do business in any of such locations and appoint an agent for service of process therein. The Corporation may hold purchase, mortgage, lease and convey real and personal property in any of such locations. Part or all of the business of the Corporation may be carried on beyond the limits of the State of Colorado, and the Corporation may have one or more offices out of the State of Colorado.

Section 8. Vote of the Shareholders. To the fullest extent now or hereafter permitted by the Colorado Business Corporation Act, the vote of a majority of the issued and outstanding shares of the Corporation entitled to vote on such matter shall be sufficient to approve any matter to come before the shareholders of the Corporation, except as otherwise provided herein. To the fullest extent now or hereafter permitted by law, any action that may lawfully be taken by a vote of the shareholders at a meeting may be effected by a majority of the shareholders executing a written action without a meeting, including, without limitation, amendments to the Articles of Incorporation.

Section 9. Quorum for Voting. A quorum of shareholders for any matter to come before any meeting of shareholders of the Corporation shall consist of not less than one-third of the issued and outstanding shares entitled to vote on the matter.

Section 10. Restrictions on Stock. The Directors shall have the right to impose restrictions or to enter into agreements on behalf of the Corporation imposing restrictions on the transfer of all or a portion of the Corporation's shares, provided that no restrictions shall be imposed on the transfer of shares outstanding at the time the restrictions are adopted unless the holder of such shares consents to the restrictions.

Section 11. Indemnification of Directors. A Director of the Corporation shall not be personally liable to the Corporation or to its shareholders for damages for breach of fiduciary duty as a Director of the Corporation or to its shareholders for damages, except for (i) any breach of the Director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or (iv) any transaction from which the Director, directly or indirectly, derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further liability of a Director, then, in addition to the elimination and limitation of liability provided by the foregoing, the liability of each Director shall be eliminated or limited to the fullest extent permitted under the provisions of the Colorado Business Corporation Act as so amended. Any repeal or modification of the indemnification provided in these Second Amended and Restated Articles of Incorporation shall not adversely affect any right or protection of a Director of the Corporation under these Second Amended and Restated Articles of Incorporation, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this limitation of liability, prior to such repeal or modification.

Section 12. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including, but not limited to attorney's fees) incurred by reason of the fact that he is or was a Director or Officer of the Corporation, he is or was serving at the request of the Corporation as a Director, Officer, employee, fiduciary, or agent. The Corporation shall also indemnify any person who is serving or has served the Corporation as a Director, Officer, employee, fiduciary or agent and that person's estate and personal representative to the extent and in the manner provided in any Bylaws, resolutions of the shareholders or Directors, contract, or otherwise, so long as such provision is lawful.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 36 South 18th Ave., Suite D, Brighton, Colorado 80601, and the name of the registered agent is Incorp Services. Books of accounts, records, documents, and other papers may be kept at the registered office of the Corporation or at such other place as may be determined by the Board of Directors.

ARTICLE VII
PRINCIPAL OFFICE

The address of the initial principal office of the Corporation is 600 17th Street, Ste. 2800 South, Denver, Colorado 80802. The principal office of the Corporation may be relocated to such other place or places from time to time as may be determined by the Board of Directors.

ARTICLE VIII
EFFECTIVE DATE

These Second Amended and Restated Articles of Incorporation shall be effective as of June 1, 2011.

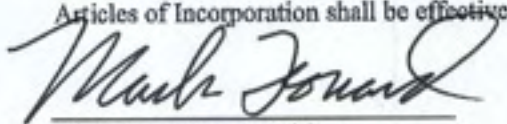
ARTICLE IX
AMENDMENT OF ARTICLES

Except as otherwise required by applicable law, the provisions of these Second Amended and Restated Articles of Incorporation may be amended, altered or repealed from time to time only by the vote or written consent of shareholders holding a majority of the Class A Preferred Shares.

ARTICLE X
DURATION

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Articles of Incorporation, which restates and integrates and further amends the provisions of the Articles of Incorporation, and which has been duly adopted in accordance with the law of Colorado, the Articles of Incorporation and the Bylaws of the Corporation, to be executed by Mark Leonard, its President, this 1 day of June, 2011. This Second Amended and Restated Articles of Incorporation shall be effective at 11:59p.m. on May 31, 2011.



Mark Leonard, President