

**Information & Disclosure Statement pursuant to Rule 15c2-(11) for**

**Avenue Exchange Corp**

**A Delaware Corporation, Symbol AXCH.PK**

**All Information contained in the information and disclosure statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended.**

**PART A GENERAL COMPANY INFORMATION**

**Item I: Name:** Avenue Exchange Corp  
Formerly Mutual Exchange International, Inc  
Date of name change 03/13/2008 from Mutual Exchange International, Inc to Avenue Exchange Inc.

**Item II: Address:** 2202 North West Shore BLVD  
Tampa, FL, Suite 200 33607  
Phone: 702 448 7113  
Fax: 561 300 8606

**Item III: Jurisdiction & Incorporation Date;**  
Delaware  
Incorporated: July 16 1990

**PART B SHARE STRUCTURE**

**Item IV: Title and Class of Securities Outstanding;**  
Common Stock Issued and Outstanding: 51,424,643  
Preferred Stock Issued and Outstanding: 5,000,000 Series C Preferred  
Cusip Number 05357c 101

**Item V: Par or Stated Value and Description of the security**  
A. Par Value is 0.000001 for the Common and Preferred stock

**B. Common Or Preferred Stock**

1. The Common Stock receives no dividend to date and has one common vote for each share held.
2. The Preferred Stock holds voting rights of 100:1. There are no conversion rights or liquidation rights attached to the preferred stock. The Preferred stock does not hold any dividend rights.
3. There are no other material rights to the common or preferred stockholders.
4. There are no provisions in the by-laws that would delay, defer or prevent a change in control of the issuer.

**Item VI: Number of shares outstanding for each class of securities authorized.**

- i) As of 9/17/2009
- ii) Common Stock Authorized 500,000,000, Preferred Stock Authorized 100,000,000
- iii) Common Stock outstanding 51,424,643, 5,000,000 Preferred Series C class stock issued and outstanding.
- iv) Public Float 605,808
- v) Beneficial Shareholders 1 approximately
- vi) Shareholders of record 46 approximately

**PART C BUSINESS INFORMATION**

**Item VII: Transfer Agent:** Interwest Transfer Company, Inc  
1981 Murray Holladay Road, Suite 100  
Salt Lake City, UT 84117

P.O. Box 17136  
Salt Lake City, UT 84117  
Phone: (801)272-9294  
Fax: (801)277-3147

The transfer agent is registered under the Exchange Act and has been since 1972. Finra is the regulatory authority.

**Item VIII: Nature of the issuer's business and services offered.**

**A. Business Development.**

Avenue Exchange Corp is a development stage corporation actively looking for merger and acquisition prospects in the technology business sector. The company plans to grow either organically or through acquisition. The products offered currently by Avenue Exchange Corp are that the company has the ability to raise equity through either the

public market or private equity investors. The company has an office located in Tampa Florida and has no facilities to date.

1. Avenue Exchange Corp "the issuer" is a Delaware corporation;
2. Avenue Exchange Corp "the issuer" was established 11<sup>th</sup> July 1990
3. The issuer's fiscal year end date is Dec 31,
4. The Issuer has not filed for bankruptcy; a receiver was appointed on the 2<sup>nd</sup> January 2007 and released 29<sup>th</sup> March 2007.
5. The issuer merged with Mutual Exchange International, Inc on 31<sup>st</sup> March 2008 and became Avenue Exchange Corp on such date.
6. The issuer has had to issue stock to the beneficial owner of record in lieu of cash payment for services rendered to date. No notes or demands on notes, leases or other indebtedness or financing arrangements have been required for the issuer to make payments on.
7. On March 29, 2007, Mark Rentschler was awarded One Hundred Million shares of Preferred stock in the company in exchange for services and cash contributions paid to the Company. The Company used these funds to pay the costs and expenses necessary to revive the registrant's business operations. Such expenses include, without limitation, fees to reinstate the Company's corporate charter with the State of Florida; payment of all past due franchise taxes; settling all past due accounts with the registrant's transfer agent; accounting and legal fees.
8. On August 31, 2007, in consideration for the services and capital contribution by Mark Rentschler, the Company issued One Hundred Million shares of its Preferred Stock to Mr. Rentschler, which represented approximately 88% of the total ownership of the Company as of August 31, 2007 in accordance with the Order.
9. The Issuer has no past, pending or anticipated stock split, stock dividends, recapitalization, merger or acquisitions planned. The issuer has not material or definitive agreements with any merger candidate or acquisition candidates but is actively looking to grow its business through either acquisition or growth via other available sources of funding and financing in the future.
10. The Issuer's securities have not been delisted by any securities exchange or deletion from the OTC Bulletin Board, and
11. The Issuer has no current, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuers business, financial condition or operations at this time.

#### **B. Business of Issuer**

1. The issuers primary SIC code is 3669, The Issuer plans to acquire and grow organically within the general business sector of technology. The Company sees a range of opportunities in the ever increasing and growth in this sector. Future potential in

technology related businesses offers the issuer the ability to acquire, merge or engage in joint ventures with prospective businesses once capital financing was made available.

2. Avenue Exchange Corp is a development stage company. Avenue Exchange's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an Exchange Act registered corporation. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's virtually unlimited discretion to search for and enter into potential business opportunities. Management anticipates that the future profitability of the company relies on substantial future investment into the company. In the event that an active trading market commences, there can be no assurance as to the market price of our shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.
3. The Issuer is not a shell company and has not been classified as a shell company.
4. The Issuer has no parent, subsidiary, or affiliate of the issuer.
5. The Issuer is regulated by the Securities and Exchange Commission but is not subject to the reporting requirements of the exchange at this time. The Issuer is a Delaware corporation subject to Delaware Corporation's laws and federal law's but not limited to to the issuers taxation obligations each calendar year. The Issuer to date has no reporting requirements to date with the Securities and Exchange Commission, but if the company chooses to initiate to a fully reporting status then the business will, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing Form 8K's, 10K's or 10KSB's, agreements and related reports and documents. The Securities Exchange Act of 1934 (the "Exchange Act"), specifically requires that any merger or acquisition candidate comply with all applicable reporting requirements, which include providing audited financial statements to be included within the numerous filings relevant to complying with the Exchange Act.
6. The Issuer over the past 2 years has spent approximately \$57,000 each fiscal year on research and development activities. These expenses have been directly borne by the company and its affiliates. The related expenses are shown on the company's financial statements.
7. The Issuer currently to date does not have to comply with local, state or federal environmental laws within its current business strategy. The Issuer does not currently involve its business activities at whereby it has to comply with related environmental law.
8. The Issuer has 1 full time employee and no part time employees. The Issuer contracts legal and accounting work specifically relating to its operations separately and has no in house counsel.

#### **Item IX The Nature of Products and or Services Offered.**

- A. The Issuer Avenue Exchange may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order

to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes.

- B. The service offered is the ability to increase shareholder value through acquisition or merger within the technology business sector. Avenue Exchange may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.
- C. Avenue Exchange intends to promote itself privately. The Company has not yet begun such promotional activities. The Company anticipates that the selection of a business opportunity in which to participate will be complex and risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, management believes that there are numerous firms seeking the perceived benefits of a public corporation.
- D. The Issuer is yet to establish its competitors as it is still developing its plans. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes), for all shareholders, and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.
- E. The Issuer does not rely on the availability of raw materials or principal suppliers at this stage.
- F. The Issuer does not rely on one or few major customers to date. The Issuer will however have to rely on future capital initiatives to enhance shareholder value.
- G. The Issuer to date does not hold patents, trademarks, licenses, franchises, concessions, or royalty agreements. The Issuer does have a management contract in place with its director and CEO.
- H. The Issuer does not require government approval of any of its principle products or services other than those as regulated by the Securities and Exchange Commission in regard to its obligations if any under the 1934 Act.

#### **Item X The Nature and Extent of the Issuer's Facilities.**

The Issuer has an office located in Tampa Florida. This is the principal place of business and the issuer does not have any other current facility that it either leases or owns.

## PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

### Item XI Name CEO and Directors, members of the board and control persons.

#### A. Officer's and Directors.

1. Name: Mark Rentschler
2. Business Address: 2202 North West Shore BLVD  
Tampa, FL, Suite 200 33607
3. Employment History: President, CEO, Director, Secretary, Treasurer, *Mark Rentschler* (51) Mr. Rentschler has served as our Chief Executive Officer, Interim Chief Financial Officer, President, Secretary, Treasurer, and director since June 21, 2007. Since 2002, Mr. Rentschler has been employed as a consultant, assisting corporations with the implementation of internal procurement programs and the development of supplier diversity programs. He specializes in developing procurement standards for purchased products and procedures for reviewing, approving and implementing those standards. Mr. Rentschler received his Bachelors of Science in Fundamental Science from Lehigh University, Bethlehem PA in 1979, and his Ph.D. in Geology from Stanford University, Stanford CA, in 1989.
4. Board Memberships and other affiliations. Mark Rentschler is affiliated with Darwin Resource Group, Inc, Windsor Resource Corp, Andorra Capital Corp, Frontier Resource Corp & Macau Capital Investments, Inc.
5. Compensation, 5 Million Series C preferred Stock and 50 million shares of common stock.
6. 50 Million Common restricted shares and 5 million series C preferred shares.

#### **B. Legal/Disciplinary History**

1. The foregoing persons have not been the subject of convictions in a criminal proceeding or named as defendant in a pending criminal proceeding.
2. There has been no entry of an order judgment, or decree by a court that permanently or temporarily enjoined, barred, suspended or otherwise limited the foregoing person's involvement in any type of business, securities, commodities, or banking activities.
3. The foregoing person does not have a judgment or finding by a court of competent jurisdiction, the securities and Exchange Commission, The Commodity Futures Trading Commission, or a state securities or commodities law, which finding of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
4. The foregoing person does not have an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activity.

**C. Disclosure of Family Relationships.**

The Issuer does not have any family relationships to date or planned in the future with relation to the issuer's directors, officers or beneficial owners. No family member of anyone associated with the directors of the issuers hold or have 5% of any class of stock in the issuer's equity securities.

**D. Disclosure of Related Party Transactions.**

The Issuer during the last two full fiscal years and the current fiscal year have not been involved in any party involved in any transaction over \$120,000. There are no proposed transactions of this nature forthcoming or planned.

**E. Disclosure of Conflicts of Interest**

There are no known conflicts of interests with competing professional or personal interests at this time between management including the executive directors of the Issuer.

**Item XII Financial information for the issuer's most recent fiscal period.**

See attached current financial statements; these statements have not been audited.

Balance Sheet Jan 2009 through Sept 30 2009

Profit & Loss Jan 2009 through Sept 30 2009

Statement of Shareholders Equity Jan 2009 through Sept 30 2009

Statement of Cash flows Jan 2009 through Sept 30 2009

**ITEM XIII Financial Information for two preceding fiscal years.**

See attached current financial statements; these statements have not been audited,

Balance Sheet Jan 2007 – December 2008

Profit & Loss Jan 2007 – December 2008

Statement of Cash Flows 2007

Statement of Cash Flows 2008

**Item XIV Beneficial Owners**

Mark Rentschler is the beneficial owner of Preferred and Common securities in Avenue Exchange Corp and does represent more than (5%) of the company's issued and outstanding

securities. The address is 2202 North West Shore BLVD Tampa, FL, Suite 200 33607. The securities owned are 5 million series C preferred stock and 50 million common stock.

**Item XV Name, Address, Contact details for outside providers that advise the issuer on matters relating to operations, business development and disclosure.**

1. Investment Banker,    The Issuer does not utilize at this time investment banking services
2. Promoters,            The Issuer does not at this time utilize the services of any promoters
3. Counsel,              Legal & Compliance  
330 Clematis Street, Ste 217,  
West Palm Beach, FL 33401  
Phone: 561 514 0936  
Fax: 561 514 0832
4. Accountant            Bagell, Josephs, Levine & Company, LLC  
Certified Public Accountants  
406 Lippincott Drive  
Suite J  
Marlton, NJ 08053  
Phone: (856) 355-5900  
Fax: (856) 396-0022

The outside Accountant provides review service of the financials prepared by company management. The Accounts are not audited financials.

5. Public Relations, The issuer does not at this time utilize any public relations firm.
6. Investor Relations Consultant, The Issuer at this time does not utilize an investor relations consultant service.
7. No other advisor offered assistance in preparing information in this disclosure statement.

**Item XVI Managements Discussion and Analysis or Plan of Operation**

**A. Plan of Operation.**

The Issuer plans to raise additional capital within the next twelve months to ensure that the issuer remains open to market opportunities with regard to acquisitions or corporate financing options. The means at which the issuer will raise this capital is dependent on a variety of factors including available investors, regulatory restrictions, market timing, and liquidity in the security and many other variables. The cash requirements over the next 12 months are minimal as the issuer has small overhead and low levels of running costs.

Research and development is currently been undertaken by management to seek funding opportunities so that the company can grow organically or prepare for the possibility of establishing subsidiaries or making acquisitions. Until such equity is sought the company will be unable to acquire subsidiaries or perform such joint ventures.



Management of Avenue Exchange has limited experience in managing companies similar to the Company and shall mainly rely upon his own efforts, in accomplishing the business purposes of the Company. The Company may from time to time utilize outside consultants or advisors to effectuate its business purposes described herein. No policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. The Company will not restrict its search for any specific kind of firms, but may acquire a venture which is in its preliminary or development stage, which is already in operation, or in essentially any stage of its corporate life.

It is impossible to predict at this time the status of any business in which the Company may become engaged, in that such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which the Company may offer. However, Avenue Exchange does not intend to obtain funds in one or more private placements to finance the operation of any acquired business opportunity until such time as the Company has successfully consummated such a merger or acquisition. The time and costs required to pursue new business opportunities, which includes negotiating and documenting relevant agreements and preparing requisite documents for filing pursuant to applicable securities laws, cannot be ascertained with any degree of certainty. Management intends to devote such time as it deems necessary to carry out the Company's affairs.

The exact length of time required for the pursuit of any new potential business opportunities is uncertain. No assurance can be made that we will be successful in our efforts. We cannot project the amount of time that our management will actually devote to our plan of operation. Avenue Exchange intends to conduct its activities so as to avoid being classified as an "Investment Company" under the Investment Company Act of 1940, and therefore avoid application of the costly and restrictive registration and other provisions of the Investment Company Act of 1940 and the regulations promulgated there under.

The Issuer does not see in the next 12 months any expected sale or purchase of significant equipment and any requirement or expected significant change in the number of employees.

- B. Not Applicable
- C. Off Balance Sheet Arrangements

There are no off balance sheet arrangements in the Issuers current business structure.

## **PART E Issuance History**

### **Item XVII List of Securities offerings and shares issued for services in the past two years.**

30<sup>th</sup> March 2007 100 million shares issued to Mark Rentschler for services rendered to the company. The shares are not registered and are Restricted Preferred Stock. The shares have not been sold.

23<sup>rd</sup> January 2008, 300 Million shares of common stock were issued to Charette Corporation for services rendered. The stock is restricted and not registered under the securities and exchange act.

17<sup>th</sup> December 2008, 20 Million shares of common stock were issued to Charette Corporation for services rendered. The stock is restricted and not registered under the securities and exchange act.

20<sup>th</sup> July 2008, 5 Million Series C preferred stock were issued to Charette Corporation for services rendered to the company. The stock is restricted and has not been registered under the securities and exchange act.

## **PART F Exhibits**

### **Item XVIII Material Contracts**

- A. There are no material contracts that the Issuer has entered into during the past two years.
- B. The Issuer does not have any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing in which any officer material participates in.

### **Item XIX Articles of Incorporation and Bylaws.**

- A. See attached a copy of the issuer's articles of incorporation.
- B. See attached a copy of the issuer's bylaws as amended.

**Item XX Purchase of Equity Securities by the issuer and Affiliated purchasers**

Not applicable.

ISSUER PURCHASERS OF EQUITY SECURITIES				
Period	Column (a) Total number of shares purchased	Column (b) Average Price per Share	Column (c) Total number of shares purchased as publicly announced	Column (d) Maximum number of shares that may yet be purchased under plans or programs
2007	0			
2008	0			
2009	0			
Total	0			

**Item XXI Issuers Certifications,**

See attached certifications by the CEO of the Issuer.

**Avenue Exchange Corp**  
**Balance Sheet Standard**  
As of September 30, 2009

	<u>Sep 30, '09</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Bank of America	614.14
<b>Total Checking/Savings</b>	<u>614.14</u>
<b>Total Current Assets</b>	<u>614.14</u>
<b>TOTAL ASSETS</b>	<u><u>614.14</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	59,625.00
<b>Total Accounts Payable</b>	59,625.00
Other Current Liabilities	
Due to Affiliate	23,308.44
Due to Charette	10,000.00
<b>Total Other Current Liabili...</b>	<u>33,308.44</u>
<b>Total Current Liabilities</b>	<u>92,933.44</u>
<b>Total Liabilities</b>	92,933.44
Equity	
APIC	56,950.00
Common Stock	5,051.00
Preferred Stock	1,000.00
Retained Earnings	-120,024.30
Net Income	<u>-35,296.00</u>
<b>Total Equity</b>	<u>-92,319.30</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>614.14</u></u>

# Avenue Exchange Corp

## Profit and Loss Standard

January through September 2009

	Jan - Sep '09
Ordinary Income/Expense	
Expense	
Bank Service Charges	
Bank of America	17.00
Total Bank Service Charges	17.00
Licenses and Permits	
NASDAQ	
Standard & Poors - CUSIP	186.00
Total NASDAQ	186.00
State Corporation Fees	
Delaware Secretary of St...	618.00
Total State Corporation F...	618.00
Total Licenses and Permits	804.00
Professional Fees	
Consulting	
Charette Corp	17,675.00
Mark Rentschler	15,000.00
Total Consulting	32,675.00
Legal Fees	
Arnstein & Lehr	175.00
Total Legal Fees	175.00
Transfer Agent	500.00
Total Professional Fees	33,350.00
Rent	1,125.00
Total Expense	35,296.00
Net Ordinary Income	-35,296.00
Net Income	-35,296.00

AVENUE EXCHANGE CORP.  
(A DEVELOPEMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)  
AS OF SEPTEMBER 30, 2009

	Preferred Stock		Preferred Stock Series C		Common Stock				
	Shares	Par \$.000001	Shares	Par \$.000001	Shares	Par \$.000001	Additional Paid in Capital	Deficit Accumulated	Total
Issuance of Preferred Stock for Services Rendere - March 30, 2007	100,000,000	1,000	-	-	-	-	29,000	-	30,000
Net Loss	-	-	-	-	-	-	-	-58,852	-58,852
Balance, Decmber 31, 2007	100,000,000	1,000	-	-	-	-	29,000	-58,852	-28,852
Issuance of Common Stock for Services Rendered January 23, 2008	-	-	-	-	300,000,000	300	11,700	-	12,000
Reverse of Common Shares 10:1 - March 31, 2008	-	-	-	-	31,424,643	-	-	-	-
Issuance of Preferred Stock Series C - Converted from Preferred	-	-	5,000,000	-	-	-	-	-	-
Issuance of Common Stock for Services Rendered December 17, 2008	-	-	-	-	20,000,000	20	23,980	-	24,000
Net Loss	-	-	-	-	-	-	-	-114,878	-114,878
Balance, Decmber 31, 2008	-	-	5,000,000	-	51,424,643	320	35,680	-114,878	-48,878
Net Loss	-	-	-	-	-	-	-	-155,499	-155,499
Balance, September 30, 2009	-	-	5,000,000	-	51,424,643	320	35,680	-155,499	-89,499

Avenue Exchange Corp  
**Statement Of Cash Flows**  
 January through September 2009

	<u>Jan - Sep '...</u>
OPERATING ACTIVITIES	
Net Income	-35,296.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Payable	26,625.00
Due to Affiliate	<u>879.00</u>
Net cash provided by Operating Acti...	-7,792.00
FINANCING ACTIVITIES	
Common Stock	<u>5,000.00</u>
Net cash provided by Financing Activ...	<u>5,000.00</u>
Net cash increase for period	-2,792.00
Cash at beginning of period	<u>3,406.14</u>
Cash at end of period	<u><u>614.14</u></u>

**Avenue Exchange Corp**  
**Balance Sheet Standard**  
As of December 31, 2008

	<u>Dec 31, '08</u>	<u>Dec 31, '07</u>
<b>ASSETS</b>		
Current Assets		
Checking/Savings		
Bank of America	3,406.14	0.00
Total Checking/Savings	<u>3,406.14</u>	<u>0.00</u>
Total Current Assets	<u>3,406.14</u>	<u>0.00</u>
<b>TOTAL ASSETS</b>	<u><b>3,406.14</b></u>	<u><b>0.00</b></u>
<b>LIABILITIES &amp; EQUITY</b>		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	33,000.00	1,500.00
Total Accounts Payable	<u>33,000.00</u>	<u>1,500.00</u>
Other Current Liabilities		
Due to Affiliate	22,429.44	21,297.19
Due to Charette	10,000.00	12,000.00
Total Other Current Liabili...	<u>32,429.44</u>	<u>33,297.19</u>
Total Current Liabilities	<u>65,429.44</u>	<u>34,797.19</u>
Total Liabilities	65,429.44	34,797.19
Equity		
APIC	56,950.00	29,000.00
Common Stock	51.00	1.00
Preferred Stock	1,000.00	1,000.00
Retained Earnings	-64,798.19	-5,946.50
Net Income	<u>-55,226.11</u>	<u>-58,851.69</u>
Total Equity	<u>-62,023.30</u>	<u>-34,797.19</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>3,406.14</b></u>	<u><b>0.00</b></u>



# Avenue Exchange Corp

## Profit and Loss Standard

January through December 2008

	Jan - Dec '08	Jan - Dec '07
Ordinary Income/Expense		
Expense		
Licenses and Permits		
State Corporation Fees		
Florida Secretary of State	78.75	1,552.50
Total State Corporation Fees	78.75	1,552.50
Total Licenses and Permits	78.75	1,552.50
Postage and Delivery		
Fed-Ex	0.00	25.00
Total Postage and Delivery	0.00	25.00
Professional Fees		
Accounting		
Gerstle, Rosen & Goldenb...	0.00	2,001.00
Total Accounting	0.00	2,001.00
Consulting		
Charette Corp	19,000.00	12,000.00
Mark Rentschler	30,000.00	30,000.00
Total Consulting	49,000.00	42,000.00
Legal Fees		
Arnstein & Lehr	0.00	9,735.50
Legal & Compliance	252.00	0.00
Richards Layton & Finger	3,136.32	0.00
Ritter Chusid Bivona & Co...	620.04	0.00
Total Legal Fees	4,008.36	9,735.50
Registered Agent		
Biz Filings	139.00	0.00
Total Registered Agent	139.00	0.00
Transfer Agent		
Interwest	500.00	2,037.69
Total Transfer Agent	500.00	2,037.69
Total Professional Fees	53,647.36	55,774.19
Rent	1,500.00	1,500.00
Total Expense	55,226.11	58,851.69
Net Ordinary Income	-55,226.11	-58,851.69
Net Income	-55,226.11	-58,851.69

**Avenue Exchange Corp**  
**Statement Of Cash Flows**  
January through December 2007

	<u>Jan - Dec '...</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	-58,851.69
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Payable	1,500.00
Due to Affiliate	15,351.69
Due to Charette	<u>12,000.00</u>
Net cash provided by Operating Acti...	-30,000.00
<b>FINANCING ACTIVITIES</b>	
APIC	29,000.00
Common Stock	1.00
Preferred Stock	1,000.00
Retained Earnings	<u>-1.00</u>
Net cash provided by Financing Activ...	<u>30,000.00</u>
Net cash increase for period	<u>0.00</u>
Cash at end of period	<u><u>0.00</u></u>

**Avenue Exchange Corp**  
**Statement Of Cash Flows**  
January through December 2008

	<u>Jan - Dec '...</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	-55,226.11
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Payable	31,500.00
Due to Affiliate	1,132.25
Due to Charette	-2,000.00
Net cash provided by Operating Acti...	<u>-24,593.86</u>
<b>FINANCING ACTIVITIES</b>	
APIC	27,950.00
Common Stock	50.00
Net cash provided by Financing Activ...	<u>28,000.00</u>
Net cash increase for period	<u>3,406.14</u>
Cash at end of period	<u><u>3,406.14</u></u>

**CERTIFICATE OF INCORPORATION  
OF  
AVENUE EXCHANGE CORP.**

**ARTICLE I  
NAME**

The name of the corporation shall be AVENUE EXCHANGE CORP.

**ARTICLE II  
PERIOD OF DURATION**

AVENUE EXCHANGE CORP. (the "*Corporation*") shall have perpetual existence.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Delaware is 108 West 13<sup>th</sup> Street, City of Washington, New Castle County 19801. The name of the Corporation's registered agent at that address is Business Filings Incorporated. Either the registered office of the registered agent may be charged in the manner provided by law.

**ARTICLE IV  
PURPOSE**

The purpose for which the Corporation is formed is to engage in and to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Delaware General Corporation Law, including without limitation any lawful business or businesses similar to that of a holding company.

**ARTICLE V  
POWERS**

In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under Delaware General Corporation Law, as amended. In addition, it may do everything necessary, suitable or proper toward the accomplishment of any corporate purpose.

**ARTICLES VI  
CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 600,000,000 of which 500,000,000 shares shall be designated common stock, par value .000001 per share and 100,000,000 shares shall be designated as preferred stock, par value .000001.

Preferred Stock:

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with Delaware General Corporation Law, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of

incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. All shares of preferred stock of the same class shall be identical.

No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

The following is a description of each class of stock of the Corporation with preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and conditions of redemption of each class:

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of the Certificate of Incorporation to the contrary, the affirmative vote of a majority of all votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such actions by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (i) any amendment of this Certificate of Incorporation;
- (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iii) the sale, lease, exchange or other transfer of all, or substantially, all of the property and assets of the Corporation, including its goodwill and franchises;
- (iv) the participation by the Corporation in share exchange (as defined in Delaware General Corporation Law); and
- (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings related to the Corporation.

THIRD:

The Preferred Stock is hereby established as Series C Preferred Stock, designated "Series C Preferred Stock." The number of shares of Series C Preferred Stock shall be 5,000,000 shares, and have a par value .000001. The Series C Preferred Stock shares shall have superiority voting rights equal to 100 votes per share. In the event that such votes do not total 51% all votes, then regardless of the provisions of this paragraph, in any such case, the votes cast by Series C Preferred Stock shall be equal to 51% of all votes cast at any meeting of shareholders, or any issue put to the shareholders for voting and the Company may state that any such action was had by majority vote of all shareholders. Furthermore the holders of Series C Preferred shares have the right to the majority of the Directors to the Board of the Company and to further amend the Articles of Incorporation to ensure the furtherance of the Company and its operations.

## **ARTICLE VII**

### **QUORUM PROTECTIVE PROVISIONS**

Quorum. The presence in person or by proxy vote of the holders of record of a majority of the shares of the capital stock of the Corporation issued and outstanding and entitles to vote thereat

shall constitute a quorum at all meetings of the stockholders, except as otherwise provided by the Delaware General Corporation Law, by the Certificate of Incorporation or by the Corporation's By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the stockholders present or represented without any notice other than by announcement that the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

## **ARTICLE VIII PREEMPTIVE RIGHTS**

A shareholder of the Corporation shall not be entitled to a preemptive or preferential right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the Corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares.

## **ARTICLE IX CUMULATIVE VOTING RIGHTS**

The shareholders shall not be entitled to cumulative voting rights.

## **ARTICLE X BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than one (1) and no more than nine (9) directors. Within the foregoing limits, the number of directors from time to time comprising the entire board of directors shall be fixed by or in the manner provided in the By-Laws.

- (1) The Board of Directors shall have the power to authorize the issuance from time to time of the shares of stock of any class, whether now or hereafter authorized, or securities convertible into or exercisable for shares of its stock of any class or classes, including options, warrants or rights, whether now or hereafter authorized.
- (2) The Board of Directors shall have the power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by the majority of the Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Delaware General Corporation Law, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.
- (3) If the By-Laws so provide, the Board of Directors shall have the power to hold its meetings, to have an office or offices and, subject to the provisions of Delaware General Corporate Law, to keep the books of the Corporation, outside of the State at such place or places as may from time to time be designated by it.

- (4) The Board of Directors shall have the power to borrow or raise money, from time to time and without limit, and upon any terms, for any purpose; and, subject to the Delaware General Corporation Law, to authorize the creation, issuance, assumption or guaranty of bonds, notes or other evidences of indebtedness of moneys borrowed, to include therein necessary provisions such as redemption, conversion or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principle, interest or sinking fund in respect thereof by mortgage upon, or pledge or, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owed or thereafter acquired.
- (5) The Board of Directors shall have the power to adopt, amend and repeal the By-Laws of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by the reference to or inference from the terms of any other clause of this or any other article of this Certificate of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Delaware now or hereafter in force.

## **ARTICLE XI INDEMNIFICATION**

The Corporation may:

- (A) Indemnify anyone who was or is party or is threatened to be made party to any threatened, pending, or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any such action, suit, or proceeding by judgment, order or settlement, or conviction or equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.
- (B) Indemnify any person who was or is party or is threatened to be made party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another Corporation, partnership, joint venture, trust or enterprise against expenses (including attorney fees) acting and reasonably incurred by him in connection with the defense or settlement of such actions or suit if he acted in good faith and in a manner he reasonably believed to

be in the best interest of the Corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

- (C) Indemnify a director, officer, employee, fiduciary or agent of a corporation to the extent he has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this Article XII or in defense of any claim, issue, or matter therein, against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under (A) or (B) of this Article XI (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay amount less it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article XI.

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of status as such, whether or not the Corporation would have the power to indemnify him against such liability under provisions of this Article XI.

## **ARTICLE XII**

### **TRANSACTIONS WITH INTERESTED PARTIES**

No contract of other transaction between the Corporation and one (1) or more of its directors or any other Corporation, firm, association, or entity in which one (1) or more of its directors are



directors or officers or are financial interested shall be either void or voided solely because of such relationship or interest, or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purposes if:

- (A) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interest directors.
- (B) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify contract or transaction by vote or written consent; or
- (C) The contract or transaction is fair and reasonable to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum, as herein previously defined, at a meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction.

### **ARTICLE XIII VOTING OF SHAREHOLDERS**

Except as may be otherwise required by law, if a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote thereon, or of any class or series, shall be the act of the shareholders on all matters except the election of directors. Directors shall be elected by plurality vote.

### **ARTICLE XIV LIABILITIES OF DIRECTORS**

To the maximum extent permitted by law, no director of the Corporation shall be personally liable for money damages to the Corporation or any of its stockholders for money damages for breach of fiduciary duty as a director.

### **ARTICLE XV INCORPORATOR**

The name and address of the incorporator is as follows:

Mark Rentschler  
225 Bennett Ave.  
Suite 6R  
New York NY 10040

IN WITNESS WHEREOF, the incorporator has executed this Certificate on March 5, 2008.

\_\_\_\_\_  
Mark Rentschler

AMENDED AND RESTATED BY-LAWS  
OF  
AVENUE EXCHANGE CORP.

ARTICLE I  
MEETINGS OF STOCKHOLDERS

**Section 1. The Annual Meeting.** The annual meeting of the stockholders of Avenue Exchange Corp. (the "Corporation") for the election of directors and for the transaction of such other business as may come before the meeting shall be held within one hundred and fifty days after the close of the Corporation's Fiscal Year at such date, time, and location as the Board of Directors shall designate.

**Section 2. Special Meetings.** Special meetings of the stockholders, unless otherwise prescribed by statute, may be called at any time by the Board of Directors or the President and shall be called by the President or Secretary at the request in writing of stockholders of record owning at least twenty-five per centum (25%) of the shares of stock of the Corporation outstanding and entitled to vote.

**Section 3. Notice of Meetings.** Notice of the place, date and time of the holding of each annual and special meeting of the stockholders and, in the case of a special meeting, the purpose or purposes thereof, shall be given personally or by mail in a postage prepaid envelope to each stockholder entitled to vote at such meeting, not less than ten nor more than sixty days before the date of such meeting, and, if mailed, shall be directed to such stockholder at his address as it appears on the records of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, in which case it shall be directed to him at such other address. Notice of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy and shall not, at the beginning of such meeting, object to the transaction of any business because the meeting is not lawfully called or convened, or who shall, either before or after the meeting, submit a signed waiver of notice, in person or by proxy. Unless the Board of Directors shall fix, after the adjournment, a new record date for an adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

**Section 4. Place of Meetings.** Meetings of the stockholders may be held at such place, within or without the State of Delaware, as the Board of Directors or the officer calling the same shall specify in the notice of such meeting, or in a duly executed waiver of notice hereof.

**Section 5. Quorum.** At all meetings of the stockholders the holders of a majority of the votes of the shares of stock of the Corporation issued and outstanding and entitled to vote shall be

present in person or by proxy to constitute a quorum for the transaction of any business, except as otherwise provided by statute or in the Certificate of Incorporation. In the absence of a quorum, the holders of a majority of the shares of stock present in person or by proxy and entitled to vote, or if no stockholder entitled to vote is present, then any officer of the Corporation may adjourn the meeting. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 6. Organization.** At each meeting of the stockholders, the President, or in his absence or inability to act, any person chosen by a majority of those stockholders present, in person or by proxy and entitled to vote, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

**Section 7. Order of Business.** The order of business at all meetings of the stockholders shall be as determined by the chairman of the meeting.

**Section 8. Voting.** Except as otherwise provided by statute, by the Certificate of Incorporation, or by any certificate duly filed in the State of Delaware pursuant to Section 151 of the Delaware General Corporation Law, each holder of record of shares of stock of the Corporation having voting power shall be entitled at each meeting of the stockholders to one vote for every share of such stock standing in his name on the record of stockholders of the Corporation on the date fixed by the Board of Directors as the record date for the determination of the stockholders who shall be entitled to notice of and to vote at such meeting; or if such record date shall not have been so fixed, then at the close of business on the day next preceding the date on which notice thereof shall be given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; or each stockholder entitled to vote at any meeting of stockholders may authorize another person or persons to act for him by a proxy signed by such stockholder or his attorney-in-fact. Any such proxy shall be delivered to the secretary of such meeting at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of three years from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the stockholder executing it, except in those cases where an irrevocable proxy is permitted by law. Except as otherwise provided by statute, these By-Laws, or the Certificate of incorporation, any corporate action to be taken by vote of the stockholders shall be authorized by a majority of the total votes, cast at a meeting of stockholders by the holders of shares present in person or represented by proxy and entitled to vote on such action. Unless required by statute, or determined by the chairman of the meeting to be advisable, the vote on any question need not be by written ballot. On a vote by written ballot, each ballot shall be signed by the stockholder voting, or by his proxy, if there be such proxy, and shall state the number of shares voted.

**Section 9. List of Stockholders.** The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

**Section 10. Action by Written Consent.** Any action which is required to be or may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice to stockholders and without a vote if consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all shares entitled to vote thereon were present and voted.

**Section 11. Duration and Revocation of Consents.** Consents to corporate action shall be valid for a maximum of sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner provided in Section 228(c) of the Delaware General Corporation Law. Consents may be revoked by written notice (i) to the Corporation, (ii) to the stockholder or stockholders soliciting consents or soliciting revocations in opposition to action by consent proposed by the Corporation (the "Soliciting Stockholders"), or (iii) to a proxy solicitor or other agent designated by the Corporation or the Soliciting Stockholders.

**Section 12. Notice of Action by Consent.** The Corporation shall give prompt notice of the taking of corporate action without a meeting by less than unanimous written consent to stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of stockholders to take the Action were delivered to the Corporation in the manner provided in Section 228(c) of the Delaware General Corporation Law.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation directed or required to be exercised or done by the stockholders.

**Section 2. Number, Qualifications, Election, and Term of Office.** The number of directors of the Corporation shall be as determined by vote of a majority of the entire Board of Directors. All of the directors shall be of full age. Directors need not be stockholders. Except as otherwise provided by statute or these By-Laws, the directors shall be elected at the annual meeting of the stockholders for the election of directors at which a quorum is present, and the persons receiving a plurality of the votes cast at such election shall be elected. Each director shall hold office until the next annual meeting of the stockholders and until his successor shall have been duly elected and qualified or until his death, or until he shall have resigned, or have been removed, as hereinafter provided in these By-Laws, or as otherwise provided by statute or the Certificate of Incorporation.

**Section 3. Place of Meeting.** Meetings of the Board of Directors may be held at such place, within or without the State of Delaware, as the Board of Directors may from time to time determine or shall be specified in the notice or waiver of notice of such meeting.

**Section 4. First Meeting.** The Board of Directors shall meet for the purpose of organization, the election of the officers of the Corporation, and the transaction of other business, as soon as practicable after each annual meeting of the stockholders. Notice of such meeting need not be given. Such meeting may be held at any other time or place (within or without the State of Delaware) which shall be specified in a notice thereof given as hereinafter Provided in Section 7 of this Article II.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and at such place as the Board of Directors may from time to time determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board of Directors need not be given except as otherwise required by statute or these By-Laws.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by one or more directors of the Corporation or by the President.

**Section 7. Notice of Meetings.** Notice of each special meeting of the Board of Directors (and of each regular meeting for which notice shall be required) shall be given by the Secretary as hereinafter provided in this Section 7, in which notice shall be stated the time and place of the meeting. Notice of each such meeting shall be delivered to each director either personally or by telephone, telegraph cable or wireless, at least twenty-four hours before the time at which such meeting is to be held or by first-class airmail, postage prepaid, addressed to him at his residence, or usual place of business, at least three days before the day on which such meeting is to be held. Notice of any such meeting need not be given to any director who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him. Except as otherwise specifically required by these By-Laws, a notice or waiver of notice of

any regular or special meeting need not state the purpose of such meeting.

**Section 8. Quorum and Manner of Acting.** A majority of the entire Board of Directors shall be present in person at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at such meeting, and, except as otherwise expressly required by statute or the Certificate of Incorporation, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present thereat, or if no director be present, the Secretary may adjourn such meeting to another time and place, or such meeting, unless it be the first meeting of the Board of Directors, need not be held. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Except as provided in Article III of these By-Laws, the directors shall act only as a Board and the individual directors shall have no power as such.

**Section 9. Organization.** At each meeting of the Board of Directors, the President, or, in his absence or inability to act, another director chosen by a majority of the directors present shall act as chairman of the meeting and preside thereat. The Secretary (or, in his absence or inability to act any person appointed by the chairman) shall act as secretary of the meeting and keep the minutes thereof.

**Section 10. Resignations.** Any director of the Corporation may resign at any time by giving written notice of his resignation to the Board of Directors or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 11. Vacancies.** Vacancies may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or holders of at least ten percent of the votes of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office. Except as otherwise provided in these By-Laws, when one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become

effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

**Section 12. Removal of Directors.** Except as otherwise provided in the Certificate of Incorporation or in these By-Laws, any director may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the votes of the issued and outstanding stock entitled to vote for the election of directors of the Corporation given at a special meeting of the stockholders called and held for the purpose; and the vacancy in the Board of Directors caused by any such removal may be filled by such stockholders at such meeting, or, if the stockholders shall fail to fill such vacancy, as in these By-Laws provided.

**Section 13. Compensation.** The Board of Directors shall have authority to fix the compensation, including fees and reimbursement of expenses, of directors for services to the Corporation in any capacity, provided no such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 14. Action Without Meeting** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

### **ARTICLE III COMMITTEES**

**Section 1. Committees.** The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

**Section 2. Committee Rules.** Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article III of these by-laws.

### **ARTICLE IV OFFICERS**

**Section 1. Number and Qualifications.** The officers of the Corporation shall be the President, Secretary, and Treasurer. Any two or more offices may be held by the same person. Such officers shall be elected from time to time by the Board of Directors, each to hold office until the meeting of the Board of Directors following the next annual meeting of the stockholders, or until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall have resigned, or have been removed, as hereinafter provided in these By-Laws. The Board of Directors may from time to time elect, or the President may appoint, such other officers (including, but not limited to, one or more Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers), and such agents, as may be necessary or desirable for the business of the Corporation. Such other officers and agents shall have such duties and shall hold their offices for such terms as may be prescribed by the Board of Directors or by the appointing authority.

**Section 2. Resignations.** Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3. Removal.** Any officer or agent of the Corporation may be removed, either with or without cause, at any time, by the vote of the majority of the entire Board of Directors at any meeting of the Board of Directors, or, except in the case of an officer or agent elected or appointed by the Board of Directors, by the President. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office, whether arising from death, resignation, removal or any other cause, may be filled for the unexpired portion of the term of the office which shall be vacant, in the manner prescribed in these By-Laws for the regular election or appointment of such office.

**Section 5. Officers' Bonds or Other Security.** If required by the Board of Directors, any officer of the Corporation shall give a bond or other security for the faithful performance of his duties, in such amount and with such surety or sureties as the Board of Directors may require.

**Section 6. Compensation.** The compensation of the officers of the Corporation for their services as such officers shall be fixed from time to time by the Board of Directors; provided, however, that the Board of Directors may delegate to the President the power to fix the compensation of officers and agents appointed by the President. An officer of the Corporation shall not be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation.

**Section 7. President.** The President shall be the Chief Executive Officer of the Corporation and shall have the general and



active management of the business of the Corporation and general and active supervision and direction over the other officers, agents and employees and shall see that their duties are properly performed. He shall, if present, preside at each meeting of the stockholders and of the Board of Directors and shall be an ex-officio member of all committees of the Board of Directors. He shall perform all duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be assigned to him by the Board of Directors.

**Section 8. Secretary.** The Secretary shall:

(a) Keep or cause to be kept in one or more books provided for that purpose, the minutes of the meetings of the Board of Directors, the committees of the Board of Directors and the stockholders;

(b) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;

(c) Be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal;

(d) See that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

(e) In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

**Section 9. Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall exercise general supervision over the receipt, custody, and disbursements of corporate funds. The Treasurer shall sign, make and indorse in the name of the corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipts for such, and, in general, perform all the duties incident to the office of Treasurer. He shall have such further powers and duties as may be conferred upon him from time to time by the President or the Board of Directors.

**ARTICLE V  
INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), liability,

loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect of any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any director or officer so indemnified pursuant to this Article. The right to indemnification under this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. Such indemnification and advancement of expenses shall be in addition to any other rights to which those directors and officers seeking indemnification and advancement of expenses may be entitled under any law, agreement, vote of stockholders, or otherwise.

Any repeal or amendment of this Article by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law and all amendments to such laws as hereafter enacted from time to time.

## ARTICLE VI STOCK

**Section 1. Certificates.** Every holder of stock shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board of Directors, if any, or the President, and by the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by him in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

**Section 2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.** The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## **ARTICLE VII MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

**Section 2. Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of the name of the Corporation and the words and figures "Corporate Seal, Avenue Exchange International, Inc., Delaware 2008".

**Section 3. Waiver of Notice of Meetings of Stockholders, Directors and Committees.** Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

**Section 4. Interested Directors; Quorum.** No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

**Section 5. Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

**Section 6. Amendments.** These By-Laws may be amended or repealed, or new By-Laws may be adopted, (1) at any annual or special meeting of the stockholders, by a majority of the total votes of the stockholders, present or in person or represented by proxy and entitled to vote on such action; provided, however, that the notice of such meeting shall have been given as provided in these By-Laws, which notice shall mention that amendment or repeal of these By-Laws, or the adoption of new By-Laws, is one of the purposes of such meeting; (2) by written consent of the stockholders pursuant to Section 10 of Article I; or (3) by action of the Board of Directors.

I, the undersigned, Secretary of the Corporation, do hereby certify that the foregoing is a true, complete, and accurate copy of the By-laws of Avenue Exchange Corp., duly adopted by unanimous written consent of the Board of Directors on the 8th day of July, 2008, and I do further certify that these By-laws have not since been altered, amended, repealed, or rescinded, and are now in full force and effect.

/s/ Mark Rentschler

-----  
Mark Rentschler  
President, Secretary &  
Sole Director

**CERTIFICATION FROM MANAGEMENT REGARDING DISCLOSURE INFORMATION**

I, Mark Rentschler, CEO of Avenue Exchange Corp certify that

1. I have reviewed this information and disclosure statement of Avenue Exchange Corporation
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state of material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure stamen, fairly presents in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this disclosure statement

**AVENUE EXCHANGE CORP.**

Date: September 30,  
2009

By: */s/ Mark Rentschler*

---

Mark Rentschler  
Chief Executive Officer,  
Principle Accounting Officer