

Division of Corporations

Page of 3

N 9900000 7321

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000062694 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

FILED
02 MAR 22 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 22 PM 12:52
DIVISION OF CORPORATIONS

BASIC AMENDMENT

TECHNOLOGY FORUM OF SOUTH FLORIDA INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

AM/Post/WC
XPB
3-22
3/22/02
(3)

((H02000062694 3))

FILED
02 MAR 22 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TECHNOLOGY FORUM OF SOUTH FLORIDA INC.,
a Florida Not for Profit Corporation**

Pursuant to the Florida Not for Profit Corporation Act, the Articles of Technology Forum of South Florida Inc., a Florida not for profit corporation, hereinafter referred to as the "Corporation", are amended and restated to read as follows:

ARTICLE VIII

NAME

The name of the Corporation (the "Corporation") shall be South Florida Technology Alliance, Inc.

ARTICLE IX

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of this Corporation is located at 1430 Milan Avenue, Coral Gables, FL 33134.

ARTICLE X

PURPOSE

The specific purpose of the Corporation is to foster the growth and development of the high-technology industry by sponsoring educational programs addressing technology topics, providing networking opportunities, assisting with staffing and sales leads, providing support for the start-up and growth of technology businesses, providing access to data on the technology industry, developing programs designed to promote product and technology awareness, and related activities.

ARTICLE XI

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By-Laws.

ARTICLE XII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is American Information Service, Inc., 350 East Las Olas Blvd., Suite 1600, Fort Lauderdale, Florida 33301.

((H02000062694 3))

((H02000062694 3))

ARTICLE XIII
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Alysia M. Keating, Esq., 350 East Las Olas Blvd., Suite 1600, Fort Lauderdale, Florida 33301.

ARTICLE XIV
INDEMNIFICATION

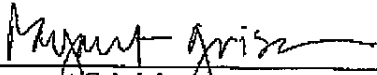
The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all claims under said Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any applicable laws, Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in such person's 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, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

These Amended and Restated Articles of Incorporation shall be effective upon its filing with the Florida Department of State.

These Amended and Restated Articles of Incorporation were signed by the undersigned after adoption by the majority of directors entitled to vote, and member approval was not necessary because members of this Corporation are not entitled to vote.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 21 day of March, 2002.

**TECHNOLOGY FORUM OF SOUTH FLORIDA
INC., a Florida Not for Profit Corporation**

By: 
Margaret Grisdela
President / Director

Prepared by:
Brian H. Nelson, Esq.
Akerman Senterfill
One SE 3rd Ave., 28th Floor
Miami, Florida 33131

((H02000062694 3))