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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GEOAGE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG 25 PM 3:06

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**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GEOAGE, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Third Amended and Restated Articles of Incorporation.

A. The following Third Amended and Restated Articles of Incorporation were adopted pursuant to Section 607.1003, Florida Statutes, by Written Consent of the Board of Directors of GeoAge, Inc. (the "Company") effective August 16, 2005, and it was recommended that the Third Amended and Restated Articles of Incorporation be presented to the Shareholders for adoption either by written consent or at a special meeting.

B. The following Third Amended and Restated Articles of Incorporation were adopted pursuant to Section 607.1003, Florida Statutes, by Written Consent of the Shareholders effective August 16, 2005; written consents of all classes of the Shareholders in favor of adoption of the Third Amended and Restated Articles of Incorporation were sufficient for approval.

C. The following Third Amended and Restated Articles of Incorporation include amendments to Article V. (Capital Stock) which amendments have been approved by requisite action of the Board of Directors and Shareholders.

ARTICLE I. NAME AND ADDRESS

The name of the Company is: GeoAge, Inc. The street address of the principal office and the mailing address of the Company is 3740 St. Johns Bluff Rd. S, Suite 9, Jacksonville, Florida 32224.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Company commenced on the date of filing of the Company's Articles of Incorporation on March 6, 2001.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

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ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 350,000,000 shares, consisting of: (i) 50,000,000 shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock"), and (ii) 300,000,000 shares of common stock having a par value of \$.001 per share (the "Common Stock").

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated in the resolutions providing for the establishment of such series adopted by the Board of Directors of the Company as hereinafter provided. Except as otherwise expressly stated herein or in the resolution or resolutions providing for the establishment of a series of Preferred Stock, any shares of Preferred Stock that may be redeemed, purchased or acquired by the Company may be reissued except as otherwise expressly provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes unless expressly provided in the resolution or resolutions providing for the establishment thereof.

The Company's Board of Directors is hereby authorized to determine by resolution or resolutions authorizing the issuance of any Preferred Stock, the rights, preferences and privileges of such Preferred Stock including restrictions, limitations and qualifications thereto. Specifically, the Board of Directors is authorized to issue, from time to time, such shares of Preferred Stock in one or more series, and, in connection with the establishment of any such dividend rate, conversion rights, class voting rights, full or limited, or no voting rights, terms of redemption, redemption prices and liquidation preferences, and such other powers, designations, preferences and relative, participating, optional and other rights of the Preferred Stock issued and the qualifications, limitations and restrictions thereof.

The shares of Series A Preferred Stock (the "Series A Preferred Stock") shall consist of Fifteen Million (15,000,000) shares, \$.001 par value per share.

The shares of Series B Preferred Stock (the "Series B Preferred Stock") shall consist of Fifteen Million (15,000,000) shares, \$.001 par value per share.

The shares of Series C Preferred Stock (the "Series C Preferred Stock," and with the Series A Preferred Stock and the Series B Preferred Stock, the "Convertible Preferred Stock") shall consist of Twenty Million (20,000,000) shares, \$.001 par value per share.

A statement of the relative powers, dividends, preferences, rights, qualifications, limitations and restrictions of the Convertible Preferred Stock and Common Stock is as follows:

1. Dividends.

(a) Dividends on Common Stock. The holders of the shares of Common Stock shall be entitled to dividends when, as, and if declared by the Board of Directors, pro rata among the holders thereof based upon the number of shares of Common Stock held by such holder, provided a like dividend is paid on an "as converted" basis to the holders of

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Convertible Preferred Stock, subject to any dividend preferences of any class of preferred stock granted a preference as to dividends.

(b) Dividends on Convertible Preferred Stock.

(i) The holders of Convertible Preferred Stock shall be entitled to receive dividends when, as and if dividends are declared by the Board of Directors on the Common Stock determined on an "as converted" basis as though the holders had converted their Convertible Preferred Stock into Common Stock as of the record date of the Common Stock dividend.

(ii) So long as any shares of Convertible Preferred Stock shall be outstanding, the Corporation shall not declare, pay or set apart for payment on any Common Stock any dividends or distributions whatsoever, whether in cash, property or otherwise, nor shall any Common Stock be purchased, redeemed or otherwise acquired by the Corporation or any of its subsidiaries of which it owns not less than a majority of the outstanding voting power, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Common Stock, without the prior written consent of the holders of at least a majority of the outstanding shares of Convertible Preferred Stock.

(iii) In the event that full dividends, in cash or property, if declared, are not paid or made available to the holders of all outstanding shares of Convertible Preferred Stock and funds or property available for payment of dividends shall be insufficient to permit payment in full to holders of all such stock of the full preferential amounts to which they are then entitled, then the entire amount available for payment of dividends shall be distributed ratably among all such holders of Convertible Preferred Stock in proportion to the full amount to which they would otherwise be respectively entitled.

(iv) Notwithstanding anything contained herein to the contrary, no dividends on shares of Convertible Preferred Stock shall be declared by the Board of Directors of the Corporation or paid or set apart for payment by the Corporation at such time if such declaration or payment shall be restricted or prohibited by law.

2. Voting Rights. Each holder of Convertible Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the Convertible Preferred Stock held by such holder is then convertible. Holders of Convertible Preferred Stock shall vote together with the holders of Common Stock (and of any other class or series that may similarly be entitled to vote with the holders of Common Stock) as a single class on all matters on which holders of Common Stock are entitled to vote.

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3. Liquidation Preference.

(a) Series C Preferred Stock. Upon the occurrence of a Liquidating Event (as defined below), whether voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders or from the proceeds from a sale or merger, as applicable, prior to and in preference to any payment or distribution made in respect of the Series B Preferred Stock, Series A Preferred Stock, the Corporation's Common Stock or other securities ranking junior in liquidation to the Series C Preferred Stock, Twenty-five Cents (\$0.25) in cash, securities or other property for each share of Series C Preferred Stock (together with any declared and unpaid dividends thereon) (the "Series C Liquidation Preference"). The amount of the Series C Liquidation Preference shall be equitably adjusted for any combinations, consolidations, recapitalizations, stock splits, stock dividends and the like. If, upon such Liquidating Event, the assets distributable to the holders of the Series C Preferred Stock (and any other series of preferred stock ranking pari passu in liquidation with the Series C Preferred Stock) shall be insufficient to permit the payment in full of the Series C Liquidation Preference and the pari passu liquidation preference of such other series, the assets of the Corporation shall be distributed to the holders of the Series C Preferred Stock and the holders of such other series ratably based upon the amount of the pari passu liquidation preference of each such series until the holders shall have received the full amount to which they would otherwise be entitled. If the assets of the Corporation are sufficient to permit the payment of the Series C Liquidation Preference to the holders of the Series C Preferred Stock and the pari passu liquidation preference of such other series, the remainder of the assets of the Corporation, if any, shall be distributed and divided as provided for below in this Section 3.

(b) Series B Preferred Stock. Upon the occurrence of a Liquidating Event, whether voluntary or involuntary, the holders of the Series B Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders or from the proceeds from a sale or merger, as applicable, prior to and in preference to any payment or distribution made in respect of the Series A Preferred Stock, the Corporation's Common Stock or other securities ranking junior in liquidation to the Series A Preferred Stock, Twenty-five Cents (\$0.25) in cash, securities or other property for each share of Series B Preferred Stock (together with any declared and unpaid dividends thereon) (the "Series B Liquidation Preference"). The amount of the Series B Liquidation Preference shall be equitably adjusted for any combinations, consolidations, recapitalizations, stock splits, stock dividends and the like. If, upon such Liquidating Event, the assets distributable to the holders of the Series B Preferred Stock (and any other series of preferred stock ranking pari passu in liquidation with the Series B Preferred Stock) shall be insufficient to permit the payment in full of the Series B Liquidation Preference and the pari passu liquidation preference of such other series, the assets of the Corporation shall be distributed to the holders of the Series B Preferred Stock and the holders of such other series ratably based upon the amount of the pari passu liquidation preference of each such series until the holders shall have received the full amount to which they would otherwise be entitled. If the assets of the Corporation are sufficient to permit the payment of the Series B Liquidation Preference to the holders of the Series B Preferred Stock and the pari passu liquidation preference of such other series, the remainder of the assets of the Corporation, if any, shall be distributed and divided as provided for below in this Section 3.

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(c) Series A Preferred Stock. Upon the occurrence of a Liquidating Event, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders or from the proceeds from a sale or merger, as applicable, prior to and in preference to any payment or distribution made in respect of the Corporation's Common Stock or other securities ranking junior in liquidation to the Series A Preferred Stock, Twenty-five Cents (\$0.25) in cash, securities or other property for each share of Series A Preferred Stock (together with any declared and unpaid dividends thereon) (the "Series A Liquidation Preference"). The amount of the Series A Liquidation Preference shall be equitably adjusted for any combinations, consolidations, recapitalizations, stock splits, stock dividends and the like. If, upon such Liquidating Event, the assets distributable to the holders of the Series A Preferred Stock (and any other series of preferred stock ranking pari passu in liquidation with the Series A Preferred Stock) shall be insufficient to permit the payment in full of the Series A Liquidation Preference and the pari passu liquidation preference of such other series, the assets of the Corporation shall be distributed to the holders of the Series A Preferred Stock and the holders of such other series ratably based upon the amount of the pari passu liquidation preference of each such series until the holders shall have received the full amount to which they would otherwise be entitled. If the assets of the Corporation are sufficient to permit the payment of the Series A Liquidation Preference to the holders of the Series A Preferred Stock and the pari passu liquidation preference of such other series, the remainder of the assets of the Corporation, if any, shall be distributed and divided as provided for below in this Section 3.

(d) Other Distributions. Any assets of the Corporation remaining after the payments specified in Sections 3(a), (b) and (c) above shall be distributed (after payment of the liquidation preference of any preferred stock which is junior in liquidation preference to the Convertible Preferred Stock) with respect to the outstanding shares of Common Stock *pro rata*.

(e) Liquidating Event. Any of the following shall be considered a "Liquidating Event":

(i) any liquidation, dissolution or winding up of the, Corporation;

(ii) any merger, combination or consolidation of the Corporation with or into any other corporation, entity or person, or any other corporate reorganization, in which the shareholders of the Corporation immediately prior to such merger, combination, consolidation or reorganization own less than 50% of the Corporation's voting power immediately after such merger, combination, consolidation or reorganization (but excluding the future issuance of securities by the Corporation); or

(iii) a sale, lease or other disposition of all or substantially all the Corporation's assets unless such transaction is part of a financing arrangement;

provided, however, that if the holders of a majority of the shares of outstanding Convertible Preferred Stock, determined on an "as converted to Common Stock" basis, so elect by giving written notice to the holders or the Corporation, as applicable, before the effective date of a

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transaction that would otherwise be a Liquidating Event as defined herein, such transaction shall not be deemed a Liquidating Event.

(f) Notice of Liquidating Event. The Corporation shall give to each holder of Convertible Preferred Stock at least thirty (30) days prior written notice of any Liquidating Event by delivery of such notice via first-class mail, postage prepaid, at the holder's address as set forth in the records of the Corporation.

(g) Other Redemptions. Nothing set forth herein shall prohibit the Corporation from redeeming any outstanding shares of Convertible Preferred Stock prior to the occurrence of a Liquidating Event.

4. Conversion.

(a) Conversion of Series A Preferred Stock. Subject to and in compliance with the provisions of this Section 4, any shares of the Series A Preferred Stock, at the option of the holder(s) thereof, may at any time prior to the Redemption Date be converted into that number of fully paid and nonassessable shares (determined without regard to fractional shares) of Common Stock as is equal to the quotient determined by (A) multiplying the number of shares of Series A Preferred Stock to be converted times (B) the Series A Liquidation Preference and then (C) dividing by \$0.143 (the "Series A Conversion Price") subject to adjustment as hereinafter provided.

(b) Conversion of Series B Preferred Stock. Subject to and in compliance with the provisions of this Section 4, any shares of the Series B Preferred Stock, at the option of the holder(s) thereof, may at any time prior to the Redemption Date be converted into that number of fully paid and nonassessable shares (determined without regard to fractional shares) of Common Stock as is equal to the quotient determined by (A) multiplying the number of shares of Series B Preferred Stock to be converted times (B) the Series B Liquidation Preference and then (C) dividing by \$0.143 (the "Series B Conversion Price") subject to adjustment as hereinafter provided.

(c) Conversion of Series C Preferred Stock. Subject to and in compliance with the provisions of this Section 4, any shares of the Series C Preferred Stock, at the option of the holder(s) thereof, may at any time prior to the Redemption Date be converted into that number of fully paid and nonassessable shares (determined without regard to fractional shares) of Common Stock as is equal to the product of (i) 1.75 times (ii) the quotient determined by (A) multiplying the number of shares of Series C Preferred Stock to be converted times (B) the Series C Liquidation Preference and then (C) dividing by \$0.0187 (the "Series C Conversion Price" and each of the Series A Conversion Price, the Series B Conversion Price and Series C Conversion Price shall be known generically as the "Conversion Price") subject to adjustment as hereinafter provided.

(d) Subdivision or Combination of Common Stock. In the event that the Corporation at any time or from time to time shall declare or pay any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of

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Common Stock (by stock split, reclassification or otherwise), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification, reverse stock split or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate.

(e) Extraordinary Event. Prior to the consummation of any Extraordinary Event (as defined below), the Corporation shall make appropriate provisions to ensure that each of the holders of Convertible Preferred Stock shall thereafter have the right to acquire and receive, upon the conversion of such holder's Convertible Preferred Stock, such shares of stock, securities or assets as such holder would have received in connection with such Extraordinary Event if such holder had converted its Convertible Preferred Stock immediately prior to such Extraordinary Event. For purposes of this Section 4, "Extraordinary Event" means the occurrence or consummation of a transaction or series of related transactions resulting in: (i) a merger, consolidation, sale or reorganization in which the Corporation or any of its subsidiaries is not the surviving corporation; or (ii) a sale, lease or exchange, directly or indirectly, of all or substantially all of the property and assets of the Corporation, not in the ordinary course of business.

(f) Conversion Procedure.

(i) Except as otherwise provided herein, each conversion of Convertible Preferred Stock shall be deemed to have been effected as of the close of business on the date on which the share certificate(s) evidencing the shares of Convertible Preferred Stock to be converted are surrendered to the Corporation at its principal office. At the time any such conversion has been effected, the rights of the holder of the shares converted as a holder of Convertible Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(ii) Notwithstanding any other provision hereof, if a conversion of Convertible Preferred Stock is to be made in connection with an Extraordinary Event or any other transaction effecting the Corporation or any holder of Convertible Preferred Stock to the extent provided herein, the conversion of any shares of Convertible Preferred Stock may, at the election of the holder thereof, be conditioned upon the consummation of such transaction, in which case such conversion shall be deemed to be effective immediately prior to the consummation of such transaction.

(iii) Promptly after a conversion has been effected, the Corporation shall deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the governing holder has specified.

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(iv) The issuance of certificates for shares of Common Stock upon conversion of Convertible Preferred Stock shall be made without charge to the holders of such Convertible Preferred Stock for any issuance tax in respect thereof (so long as such certificates are issued in the name of the record holder of such Convertible Preferred Stock) or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Common Stock. Upon conversion of each share of Convertible Preferred Stock, the Corporation shall take all such actions as are necessary in order to ensure that the Common Stock issuable with respect to such conversion shall be validly issued, fully paid and nonassessable, free and clear of all taxes (other than any taxes related to any dividends paid with respect thereto or transfer taxes), liens, charges and encumbrances with respect to the issuance thereof.

(v) The Corporation shall not close its books against the transfer of Convertible Preferred Stock or Common Stock issued or issuable upon conversion of Convertible Preferred Stock in any manner, which interferes with the timely conversion of Convertible Preferred Stock. The Corporation shall, at the holder's expense, assist and cooperate with any holder of such shares required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of such shares hereunder (including, without limitation, making any filings required to be made by the Corporation).

(g) No Fractional Shares. No fractional share shall be issued upon the payment of any dividend on, or the conversion of any share or shares of, Convertible Preferred Stock. All shares of Common Stock and Convertible Preferred Stock (including fractions thereof) issuable upon conversion of, or payment of a dividend on, Convertible Preferred Stock to a holder thereof shall be aggregated for purposes of determining whether the conversion or dividend would result in the issuance of a fractional share. If, after the aforementioned aggregation, the conversion or dividend would result in the issuance of a fraction of a share, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion or dividend (as determined in good faith by the Board of Directors).

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose or determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive additional shares of Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Convertible Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend.

(i) Reservation of Common Stock. The Corporation shall, at all times when the Convertible Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Convertible Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Convertible Preferred Stock.

Before taking any action which would cause the effective purchase price for the Convertible Preferred Stock to be less than the par value of the shares of Convertible Preferred Stock, the Corporation shall take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of such Common Stock at such effective purchase price.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Company has designated 3740 St. Johns Bluff Road S., Suite 9, Jacksonville, Florida 32224, as the street address of the registered office of the Company and has named Anita Cholmondeley as the Company's registered agent at that address to accept service of process within this state.

ARTICLE VII. BOARD OF DIRECTORS

The Company has seven (7) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator were:

<u>Name:</u>	<u>Address:</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, Florida 32201

ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

AUG. 25. 2005 9:32AM


ROGERS TOWERS

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IN WITNESS WHEREOF, GeoAge, Inc. has caused these Amended and restated Articles of Incorporation to be executed in its name by its Secretary this 24th day of August, 2005.

GEOAGE, INC.

By: 
Amita Cholmondeley
Secretary

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: August 24, 2005


Anita Cholmondeley