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FILED
03 MAY -2 PM 4:00
TALLAHASSEE, FLORIDA

E Enterprises, Inc.
PMB # 41 533 South Howard Avenue
Tampa, FL 33606
(813) 837.9330 /BodyByeBar2000@aol.com

April 9, 2003

Re: E Enterprises, Inc. – Amended and Restated Articles of Incorporation
Document No.: P03000002813

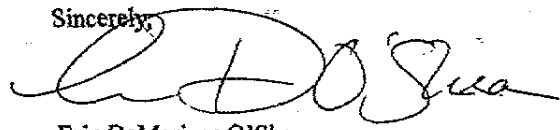
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Please find enclosed an Amended and Restated Articles of Incorporation to amend and replace the Articles of Incorporation filed by E Enterprises, Inc. on January 6, 2003. Please also find enclosed the required filing fee of \$35.00.

If there should be any questions regarding this filing, please call me at the number listed above.

Sincerely,



Erin DeMarines O'Shea

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03 MAY -2 PM 4:00
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2003

E ENTERPRISES, INC.
% ERIN DEMARINES O'SHEA
PMB #41 533 SOUTH HOWARD AVENUE
TAMPA, FL 33606

SUBJECT: E ENTERPRISES, INC.
Ref. Number: P03000002813

We have received your document for E ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 503A00024564

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
E ENTERPRISES, INC.**

FILED
03 MAY -2 PM 4:00
TALLAHASSEE, FLORIDA

Document No. P03000002813

E Enterprises, Inc. (the "**Corporation**"), a corporation duly organized and existing under the Business Organizations Law of the State of Florida (the "**Code**") does, by Erin DeMarines, its duly authorized Chief Executive Officer, hereby certify that:

1. The original Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on January 6, 2003.

2. Pursuant to Sections 607.0821 of the Code, by written consent in lieu of a Special Meeting of the Board of Directors of the Corporation dated as of April 9, 2003, the Board of Directors of the Corporation has deemed it advisable and in the best interest of the Corporation to amend and restate the Article of Incorporation of the Corporation in its entirety as set forth in this Amended and Restated Article of Incorporation and has directed that this Amended and Restated Article of Incorporation be submitted for consideration and action thereon by the stockholders of the Corporation.

3. The text of the Amended and Restated Article of Incorporation set forth in Section 4 hereof was duly adopted by the Board of Directors and by the unanimous written consent of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon in accordance with the provisions of Section 607.0704 of the Code.

4. The text of the Article of Incorporation of the Corporation is hereby amended and restated in its entirety by this Amended and Restated Certificate of Incorporation, to read as follows:

* * * * *

ARTICLE I

NAME

The name of the corporation (hereinafter referred to as the "**Corporation**") is:

E Enterprises, Inc.

ARTICLE II
PRINCIPAL OFFICE

The address of the Corporation's registered office in the State of Florida is PMB # 41 533 South Howard Avenue, Tampa, Florida 33606.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Code and to possess and exercise all of the powers and privileges granted under such law and the other laws of the State of Florida.

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 15,000,000 shares of capital stock, par value \$.01 per share. All such shares are initially classified as "*Common Stock*". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption such shares of stock.

The following is a statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation.

A. COMMON STOCK. The total number of shares of Common Stock which the Corporation shall have authority to issue is 15,000,000 shares of Common Stock, par value \$0.01 per share. The powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock of the Corporation are as follows:

1. General. The voting, dividend and liquidation rights of the holders of shares of Common Stock are subject to, and qualified by, the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at each meeting of stockholders of the Corporation (and written actions in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. There shall be no cumulative voting and at any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum of the Common Stock for the purpose of electing directors by holders of the Common Stock.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as, if and when determined by the Board of Directors, subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the voluntary or involuntary liquidation, sale, merger, consolidation, dissolution or winding up of the Corporation, holders of shares of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK. The Board of Directors expressly is authorized, subject to limitations prescribed by the Code and the provisions of this Amended and Restated Article of Incorporation of the Corporation, to provide, by resolution, for the reclassification of the Common Stock as Preferred Stock and the issuance from time to time of the shares of Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and other rights of the shares of each such series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

(1) the number of shares constituting that series and the distinctive designation of that series;

(2) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(3) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(5) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

(6) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(7) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(8) any other relative powers, preferences, and rights of that series, and qualifications, limitations or restrictions on that series.

ARTICLE V

DIRECTORS

The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the Bylaws of the Corporation (the "*Bylaws*"), unless provided otherwise in this Amended and Restated Articles of Incorporation or a certificate of designation relating to the rights of the holders of any class or series of preferred stock, voting separately by class or series, to elect additional directors under specified circumstances. No director of the Corporation need be a stockholder. In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

- (1) election of directors need not be by written ballot; and
- (2) the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws.

ARTICLE VI

AUTHORITY OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. To make, alter or repeal the Bylaws of the Corporation.
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- D. To 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. The Bylaws may provide, that, in the absence or disqualification of a member of a 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 the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the Bylaws of the Corporation, 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; but no such committee shall have the power or authority in reference to amending this Amended and Restated Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the Bylaws of the Corporation; and, unless the resolution or Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

E. When and as authorized by the stockholders in accordance with statute, to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

F. To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.

G. To authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors, of the executive committee of the Board of Directors, and of other committees, and to determine the amount of such compensation and fees.

H. To authorize the issuance from time to time of shares of stock of the Corporation of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

I. To designate the reclassification from time to time of unissued shares of Common Stock of the Corporation as preferred stock in one or more series, and to fix by resolution the powers, preferences, and rights, and the qualifications limitations, and restrictions of any class of stock, unless fixed in this Amended and Restated Certificate of Incorporation, without any action by the stockholders.

ARTICLE VIII

DURATION

The Corporation is to have perpetual existence.

ARTICLE IX

LIMITATION OF LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that this provision shall not limit liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) unlawful payment of dividends, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Code or any other statute of the State of Florida, hereafter is amended to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation of the liability of a director provided by the foregoing provisions of this ARTICLE IX.

Any repeal or amendment of this ARTICLE IX shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE X

INDEMNIFICATION

To the maximum extent permitted by law, the Corporation shall indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person 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, trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or on such person's behalf in connection with such action, suit or proceeding and any appeal therefrom.

To the maximum extent permitted by law, the Corporation may indemnify fully each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors.

The Corporation shall, if so requested by a director or officer, advance expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by and on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification rights provided in this ARTICLE X (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE XI

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation of E Enterprises, Inc. to be signed by its Chief Executive Officer on April 9, 2003.

E ENTERPRISES, INC.



Erin DeMarines O'Shea,
Chief Executive Officer

The UNDERSIGNED, Chief Executive Officer of E Enterprises, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Amended and Restated Articles of Incorporation, of which this certificate is made a part, hereby acknowledges, in the name and on the behalf of said corporation, the foregoing Amended and Restated Articles of Incorporation to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Erin DeMarines O'Shea