

P08000042374

Florida Department of State
Division of Corporations
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.

((H10000275758 3)))



H100002757583ABC2

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) 617-6380

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jgd2@comcast.net

FILED
2010 DEC 27 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MEDIA DIRECT INC.**

Certificate of Status	0
Certified Copy	0
Page Count	23
Estimated Charge	\$35.00

RECEIVED

10 DEC 27 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

AdR
12/27/10

H/0000275758

FILED

2010 DEC 27 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MEDIA DIRECT INC.

The undersigned hereby adopts the following AMENDED AND RESTATED ARTICLES OF INCORPORATION pursuant to the provisions of section 607.1003 of the Florida Business Corporation Act and does hereby certify as follows:

FIRST: That the Board of Directors of the Corporation by unanimous written consent duly adopted resolutions on December 23, 2010 proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended and restated in its entirety, as follows:

ARTICLE 1. Name

The name of this Corporation is:

Media Direct Inc.

ARTICLE 2. Purpose

The purpose for which this Corporation is formed is to conduct any lawful business allowable by the Laws of the State of Florida.

ARTICLE 3. Registered Office; Registered Agent

The name and address of the registered office of the Corporation is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens, FL 33410

5

H/0000275758

H10000275758

ARTICLE 4. Principal Office

The business address of the Corporation's principal office is:

Media Direct Inc.
260 Natura Drive
Deerfield Beach, Florida

ARTICLE 5. Duration

The Corporation shall exist perpetually until dissolved according to law.

ARTICLE 6. Directors

6.1 Number: Subject to Section 6.5, the number of directors of the Corporation shall be subject to the Corporation's bylaws (the "Bylaws").

6.2 Term: Each director shall hold office until his or her successor shall be elected and shall qualify, or until he or she shall resign or be removed as set forth below.

6.3 Powers of Directors: Subject to the limitations contained in the Articles of incorporation and the Corporation law for the State of Florida concerning corporate action that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be controlled by the board.

6.4 Removal of Directors: Other than the Series A Director (as defined in Section 6.5), any directors, any class of directors or the entire Board of Directors may be removed from office by stockholder vote at any time, without assigning any cause, but only if the holders of not less than two-thirds (2/3) of the outstanding shares of capital stock of the class of Common Stock which elected such director shall vote in favor of such removal.

6.5 Series A Director: As long as any shares of Series A Shares (as defined in Section 7.2) remain outstanding, the holders of Series A Shares, voting as a separate class, shall be entitled to elect one (1) member of the Board of Directors (the "Series A Director") at each meeting or pursuant to each consent of the Corporation's stockholders for the election of directors,

H10000275758

H10000275758

and to remove from office such director and to fill any vacancy caused by the resignation, death or removal of such director.

ARTICLE 7. Capitalization

7.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is one hundred ten million (110,000,000). The total number of shares of Common Stock that the Corporation is authorized to issue is one hundred million (100,000,000) and the par value of each share of such Common Stock is one-one hundredth of one cent (\$.0001). The total number of shares of preferred stock that the Corporation is authorized to issue is ten million (10,000,000), two million five hundred thousand (2,500,000) of which shall be designated "Series A Convertible Preferred Shares" and the par value of each share of such preferred stock is one-one hundredth of one cent (\$.0001).

7.2 Rights for Series A Convertible Preferred Shares: The Series A Convertible Preferred Shares (the "Series A Shares") shall have the following rights:

- (a) Dividend Rights. The holders of Series A Shares shall be entitled to receive, in preference to the holders of any and all other classes of capital stock of the Corporation, dividends, out of any funds legally available therefor, at the rate of \$0.10 per share per annum for each Series A Share held by them (as adjusted for any stock dividends, combinations or splits with respect to such shares). Such dividends will commence accruing as of the date on which such Series A Shares are first actually issued by the Corporation (the "Original Issue Date") and will be accrued until such time as the Series A Shares convert into Common Stock, a liquidation event occurs, such shares are otherwise redeemed by the Corporation or otherwise, when and if declared by the Board of Directors. Such dividends will accumulate, without compounding, until paid, and will be cumulative, to the extent unpaid, whether or not they have been declared and whether or not there are any funds legally available for the payment of dividends. Any dividend payments made with respect to the Series A Shares shall be made in cash; provided that, notwithstanding anything to the contrary set forth herein, such dividend payments may be made, at the election of the Corporation or each holder of a Series A Share, in lieu of the

H10000275758

H10000 275758

payment in whole or in part of dividends in cash, by issuing additional fully paid, duly authorized, validly issued and nonassessable Series A Shares at the rate of one (1) Series A Share for each \$1.00 of such dividend (as adjusted for any stock dividends, combinations or splits with respect to such shares) not paid in cash, and the issuance of such additional shares shall constitute full payment of such dividend. No dividend shall be paid on shares of Common Stock and the Corporation shall not purchase, redeem or otherwise acquire any Common Stock for value unless and until (i) all cumulative dividends on the Series A Shares shall have been paid in full and (ii) with respect to any dividend on shares of Common Stock, the holders of Series A Shares participate in such dividend on the Common Stock on a pro rata basis in proportion to the number of shares of Common Stock which each such holder would be entitled to receive upon conversion of all Series A Shares held of record by such holder at the then applicable conversion rate.

(b) Liquidation Rights.

(1) In the event of:

(A) the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole (a "Liquidation"), or

(B) a Sale or Merger (as defined below), unless, in the case of a Sale or Merger, the holders of the Series A Shares have elected by a vote of at least two-thirds (66⅔%) of the total number of shares of such series outstanding, voting separately as a class, to exclude such Sale or Merger from the application of this Section (b) (in which case Section (d) (6) shall apply to such transaction),

each holder of Series A Shares then outstanding shall be entitled to receive, out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made in respect of all other classes of capital stock of the Corporation, an amount per share of Series A Shares equal to the Invested Amount, plus any and all accrued or declared but unpaid dividends on such share computed to the date of payment thereof

H10000 275758

H/000275758

(the "Series A Preferential Amount"). The Invested Amount for each Series A Share shall be \$.50 (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to shares of Series A Shares). In addition, following payment of the full Series A Preferential Amount, the remaining assets of the Corporation available for distribution to stockholders shall be distributed pro rata among the holders of shares of Common Stock and holders of Series A Shares (based on the number of shares of Common Shares which each such holder would be entitled to receive upon conversion of all Series A Shares held of record by such holder at the then applicable conversion rate).

(2) To the extent necessary, the Corporation shall cause such actions to be taken by any of its subsidiaries so as to enable the proceeds of a Liquidation or a Sale or Merger to be distributed to the holders of Series A Shares in accordance with this Section (b). All the preferential amounts to be paid to the holders of the Series A Shares under this Section (b) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of all other classes of capital stock of the Corporation in connection with a Liquidation or a Sale or Merger as to which this Section (b) applies. If the assets or surplus funds to be distributed to the holders of the Series A Shares are insufficient to permit the payment to such holders of the full amounts payable to such holders, the assets and surplus funds legally available for distribution shall be distributed ratably among the holders of the Series A Shares in proportion to the full amount each such holder is otherwise entitled to receive.

(3) For purposes of these Designations, a "Sale or Merger" shall mean any of the following:

(A) the merger, reorganization or consolidation of the Corporation or such subsidiary or subsidiaries of the Corporation the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole into or with another corporation in which the Corporation's stockholders holding the right to vote with respect to matters generally (the "Corporation's Voting Power") immediately preceding such merger, reorganization or consolidation (solely by virtue of their shares or other securities of the Corporation or such subsidiaries) shall own less than fifty percent (50%) of the voting securities of the surviving corporation;

H/000275758

H/0000275758

(B) the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a bona fide lender) of all or substantially all the assets of the Corporation, whether pursuant to a single transaction or a series of related transactions or plan (which assets shall include for these purposes the assets of the Corporation's subsidiaries); or

(C) the sale or transfer, whether in a single transaction or pursuant to a series of related transactions, of securities of the Corporation such that the Corporation's stockholders holding the Corporation's Voting Power immediately prior to such sale or transfer or series of transfers cease to hold a majority of the Corporation's Voting Power after such sale or transfer or series of transfers.

(4) Any securities to be delivered to the holders of the Series A Shares pursuant to this Section (b) as a consequence of a Sale or Merger shall be valued as follows:

(A) Securities not subject to an investment letter or other similar restriction on free marketability covered by Section (b)(4)(B):

(i) if traded on a securities exchange or through the Nasdaq Stock Market, by averaging the closing prices of the securities over the thirty (30)-day period ending three (3) days prior to the closing;

(ii) if actively traded over-the-counter, by averaging the closing bid or sale prices (whichever are applicable) over the thirty (30)-day period ending three (3) days prior to the closing; and

(iii) if there is no active public market, at the fair market value thereof, as mutually determined by the Corporation and the holders of a majority of the then outstanding Series A Shares.

(B) The method of valuation of securities subject to an investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate

H/0000275758

H10000275758

discount from the market value determined in Section (b) (4) (A) (i), (b) (4) (A) (ii) or (b) (4) (A) (iii) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of a majority of the then outstanding Series A Shares.

(C) In the event that the Corporation and the holders of a majority of the then outstanding Series A Shares are unable to agree under Section (b) (4) (A) (iii) or (b) (4) (B) upon the fair market value of any securities delivered pursuant to this Section (b), the Miami, Florida, office of the American Arbitration Association shall be employed to choose an independent appraiser experienced in the business of evaluating or appraising the market value of stock and such person shall promptly determine the fair market value of any securities delivered pursuant to this Section (b).

(5) In the event the requirements of this Section (b) with respect to a Sale or Merger are not complied with, the Corporation shall forthwith either:

(A) cause such closing to be postponed until such time as the requirements of this Section (b) have been complied with, or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Shares shall revert to and be the same such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section (b) (6).

(6) The Corporation shall give each holder of record of Series A Shares written notice of any impending Sale or Merger not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or twenty (20) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holder in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending Sale or Merger and the provisions of this Section (b), and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the

H10000275758

H10030275758

written consent of the holders of a majority of the then outstanding Series A Shares.

The provisions of this Section (b) are in addition to and not in limitation of the protective provisions of Section (e).

(c) **Voting Rights.** Except as set forth specifically below, each holder of a share of the Series A Shares shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Shares would be convertible under the circumstances described in Section (d) on the record date for the vote or consent of stockholders, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of a share of the Series A Shares shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting, and shall vote with holders of the Common Stock upon any matter submitted to a vote of stockholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Series A Shares. Fractional votes shall be permitted, and any fractions shall be taken into account in computing voting rights.

(d) **Conversion.** The holders of the Series A Shares shall have conversion rights as follows (the "Conversion Rights"):

(1) **Conversion Rate.** For purposes of this Section (d), the Series A Shares shall be convertible, at the times and under the conditions described in this Section (d), at the rate (the "Conversion Rate") of one Series A Share to one fully paid and nonassessable share of Common Stock. Thus, the number of shares of Common Stock to which a holder of Series A Shares shall be entitled upon any conversion provided for in this Section (d) shall be equal to the number of Series A Shares held by such holder. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the Series A Shares to be converted in accordance with the procedures described in Section (d)(4).

(2) **Optional.** Each share of Series A Shares shall be convertible, at the option of the holder thereof, at any time after the

H10000275758

H10000275758

date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Shares, into Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the Series A Shares to be converted in accordance with the procedures described in Section (d)(4).

(3) *Automatic.* Upon (i) the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering or (ii) upon the election of a majority of the outstanding Series A Shares, each share of the Series A Shares shall convert to a fully paid and nonassessable share of Common Stock. In any conversion pursuant to this Section (d)(3), such conversion shall be automatic, without need for any further action by the holders of Series A Shares and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; *provided, however,* that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless certificates evidencing such Series A Shares so converted are surrendered to the Corporation in accordance with the procedures described in Section (d)(4). Upon the conversion of the Series A Shares pursuant to this Section (d)(3), the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand delivery or by overnight delivery, to each holder of record of Series A Shares at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing Series A Shares must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in Section (d)(4).

No fractional shares of Common Stock shall be issued upon conversion of Series A Shares. In lieu of fractional shares, the Corporation shall pay therefor, at the time of any conversion of Series A Shares as herein provided, an amount in cash equal to such fraction multiplied by the per share Invested Amount, payable as promptly as possible when funds are legally available therefor.

(4) *Mechanics of Conversion; Payment of Dividends.* Before any holder of Series A Shares shall be entitled to receive certificates representing the shares of Common Stock into which Series A Shares

H10000275758

H/0000275758

are converted in accordance with Section (d)(2) or (d)(3), such holder shall surrender the certificate or certificates for such Series A Shares, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Shares, and shall give written notice to the Corporation at such office of the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records of the Corporation. Said conversion notice shall also contain such representations as may reasonably be required by the Corporation to the effect that the shares to be received upon conversion are not being acquired and will not be transferred in any way that might violate the then applicable securities laws. The Corporation shall, as soon as practicable thereafter and in no event later than thirty (30) days after the delivery of said certificates, issue and deliver at such office to such holder of Series A Shares, or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion pursuant to Section (d)(2) or (d)(3) shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the effective date of conversion specified in such Section. All certificates issued upon the exercise or occurrence of the conversion shall contain a legend governing restrictions upon such shares imposed by law or agreement of the holder or his or its predecessors. In addition, simultaneously with any conversion, any accrued or declared and unpaid dividends payable on such Series A Shares shall be paid by the Corporation to the holder of such Series A Shares.

(5) Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends. The Corporation shall not at any time after the Original Issue Date effect a subdivision, split or combination of its Common Stock or issue a stock dividend on the outstanding Common Stock without an equivalent subdivision, split or combination of, or dividend on, the Series A Shares.

(6) Recapitalizations, Reorganizations, etc. In the event of any recapitalization, reorganization, consolidation or merger of the Corporation with or into another Person or the sale, transfer or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries (viewed as a whole) to another Person (other than

H/0000275758

H/0000275758

a consolidation, merger or sale treated as a Liquidation or Sale or Merger pursuant to Section (b)), each share of Series A Shares shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series A Shares would have been entitled upon such recapitalization, reorganization, consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions set forth in this Section (d) with respect to the rights and interests thereafter of the holders of Series A Shares, to the end that the provisions set forth in this Section (d) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series A Shares.

(7) *Notice of Record Date.* In the event of any taking by the Corporation of a record of the holders of any class of securities other than Series A Shares for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security of the Corporation convertible or exchangeable for shares of Common Stock of the Corporation 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 Series A Shares, at least twenty (20) 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, distribution or rights, and the amount and character of such dividend, distribution or rights.

(8) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Shares such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Shares; and if at any time the number of authorized but unissued shares of Common Stock shall be insufficient to effect the conversion of all then outstanding shares of the Series A Shares, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued

H/0000275758

H10000275758

shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(e) **Protective Provisions.**

(1) *Actions Requiring Majority Approval of Series A Shares.*

In addition to any other rights provided by law, except where the vote or written consent of the holders of a greater number of shares is required by law or by another provision of these Articles of Incorporation, without first obtaining the affirmative vote or written consent of the holders of a majority of the total number of Series A Shares outstanding, voting together as a single class, the Corporation shall not:

(A) pay any dividend or make any other distribution with respect to any class of stock;

(B) redeem or repurchase any shares of Common Stock or of any class of Preferred Stock except for purchases at cost upon termination of service or the exercise by the Company of contractual rights of first refusal over such shares;

(C) increase or decrease the authorized number of shares of Common Stock;

(D) increase or decrease (other than by redemption or conversion) the authorized number of shares of the Series A Shares;

(E) create or issue any class or series of capital stock of the Corporation (including securities or rights convertible, exchangeable or exercisable therefore);

(F) make any change in the rights, preferences and/or privileges of the Series A Shares that is adverse to the holders thereof;

(G) amend the Company's Articles of Incorporation or Bylaws;

(H) increase the size of the Company's Board of Directors to more than nine (9) Directors or decrease the size of

H10000275758

H10000275758

the Company's Board of Directors to fewer than seven (7) Directors;

(I) transact any business or enter into any agreement with any stockholder, member of the Board of Directors, management, employees or officers of the Corporation (other than: (i) matters relating to their employment or service on the Board of Directors or as officers of the Corporation, as applicable; and (ii) matters relating to their ownership of capital stock of the Corporation), unless on terms and conditions that are not materially less advantageous to the Corporation than those that could reasonably be obtained in an "arm's length" transaction, as determined by the non-interested member(s) of the Board of Directors;

(J) make any loan or advance to any person, including, without limitation, any officer, employee or director of the Corporation or any subsidiary of the Corporation, except advances and similar expenditures in the ordinary course of business or under the terms of an employee stock or option plan approved by the Board of Directors; or

(K) Incur any indebtedness in excess of \$250,000, guarantee directly or indirectly, any indebtedness except for trade accounts of any subsidiary of the Corporation arising in the ordinary course of business or refinance or modify any indebtedness.

(f) **Mandatory Redemption.** In the event any proceeding or case is commenced by or against the the Company under the Bankruptcy Code (Title 11, United States Code), any successor statute or any other liquidation, conservatorship, bankruptcy, assignment for the benefit of creditors, moratorium, rearrangement, receivership, insolvency, reorganization, or similar debtor relief laws of the United States or other applicable jurisdictions from time to time in effect and affecting the rights of creditors generally, the Company shall redeem each outstanding share of Series A Stock for an amount equal to its Series A Preferential Amount.

7.3 Rights for Preferred Shares other than Series A Shares: Subject to Section 7.2(e)(1)(B), the Board of Directors is expressly authorized to adopt,

H1 0000 275758

H10000275758

from time to time, a resolution or resolutions providing for the issuance of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the Board of Directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this Corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this Corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

H10000275758

H10000275758

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this ARTICLE or any resolution adopted by the Board of Directors pursuant to this ARTICLE. The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this Corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this Corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

7.4 Statement of Rights for Common Shares:

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of Common Stock shall be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors, from funds legally available for payment of dividends.

(b) Except as provided in Section 7.2(b), in the event of any dissolution, liquidation or winding up of this Corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of Common Stock shall be entitled to receive, pro rata, any remaining assets of this Corporation available for distribution to its shareholders. The Board of Directors may distribute in kind to the holders of the shares of Common Stock such remaining assets of this Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or entity and receive payment in cash, stock or obligations of such other Corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of Common Stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this Corporation (unless in connection with that event the dissolution, liquidation or winding up of this Corporation is specifically approved), or the merger or consolidation of this Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of this Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this Corporation for the purpose of this paragraph (b).

H10000275758

H1000275758

(c) Except as provided by law or these Articles of Incorporation with respect to voting by class or series, each outstanding share of Common Stock of this Corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of Common Stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this Corporation convertible into shares of Common Stock and (ii) upon exercise of any options or warrants to purchase shares of Common Stock.

ARTICLE 8. Shareholders

8.1 Amendment of Bylaws: Except as provided in Section 7.2(e), the Board of Directors has the power to make, repeal, amend and alter the bylaws of the Corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

8.2 Personal Liability of Shareholders: The private property of the shareholders of this Corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

8.3 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized, nor any shares of the Corporation purchased and held as treasury shares, or any part paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, receipts, certificates, securities, warrants or other instruments be unissued, or issued and subsequently acquired by the

H1000275758

H10000275758

Corporation; and any such shares, receipts, certificates, securities, warrants or other instruments, in the discretion of the Board of Directors, may be offered from time to time to any holder or holders of shares of any class or classes to the exclusion of all other holders of shares of the same or any other class at the time outstanding.

8.4 Voting Rights: Except as otherwise expressly provided by the law of the State of Florida or these Articles of Incorporation, the holders of the Common Stock shall possess exclusive voting power for the election of directors and for all other purposes. Every holder of record of Common Stock entitled to vote shall be entitled to one vote for each share held.

8.5 Actions By Written Consent: Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action by any provision of the Corporation law of the State of Florida, or of these Articles of Incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE 9. Amendments

The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these Articles upon shareholders are granted subject to that reservation.

ARTICLE 10. Regulation of Business and Affairs of Corporation

10.1 Powers of Board of Directors

(a) In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized,

H10000275758

H/0000275758

without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these Articles of Incorporation, as amended, or of the bylaws, to exercise all of the powers, rights and privileges of the Corporation (whether expressed or implied in these Articles or conferred by statute) and to do all acts and things which may be done by the Corporation, including, without limiting the generality of the above, the right to:

(i) Pursuant to a provision of the bylaw, by resolution adopted by a majority of the actual number of directors elected and qualified, to designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaw, shall have and exercise all the authority of the Board of Directors except as otherwise provided by law;

(ii) To make, alter, amend or repeal bylaws for the Corporation;

(iii) To authorize the issuance from time to time of all or any shares of the Corporation, now or in the future authorized, part paid receipts or allotment certificates in respect of any such shares, and any securities convertible into or exchangeable for any such shares (regardless of whether those shares, receipts, certificates or securities be unissued or issued and subsequently acquired by the Corporation), in each case to such Corporations, associations, partnerships, firms, individuals or others (without offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized), and for such consideration (regardless of whether more or less than the par value of the shares), and on such terms as the Board of Directors from time to time in its discretion lawfully may determine;

(iv) From time to time to create and issue rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or in the future authorized or any bonds or other obligations or securities of the Corporation (without offering the same or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized);

(v) In furtherance and not in limitation of the provisions of the above subdivisions (iii) and (iv), from time to time to establish and amend plans for the distribution among or sale to any one or more of the officers or employees of the Corporation, or any subsidiary of the Corporation, of any

H/0000275758

H10000275758

shares of stock or other securities of the Corporation of any class, or for the grant to any of such officers or employees of rights or options to subscribe for, purchase or otherwise acquire any such shares or other securities, without in any case offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized; such distribution, sale or grant may be in addition to or partly in lieu of the compensation of any such officer or employee and may be made in consideration for or in recognition of services rendered by the officer or employee, or to provide him/her with an incentive to serve or to agree to serve the Corporation or any subsidiary of the Corporation, or otherwise as the Board of Directors may determine; and

(vi) To sell, lease, exchange, mortgage, pledge, or otherwise dispose of or encumber all or any part of the assets of the Corporation unless and except to the extent otherwise expressly required by statute.

(b) Other than shall be expressly required by statute or by the provisions of these Articles of Incorporation, as amended, or of the bylaws, the Board of Directors, in its discretion, may from time to time:

(i) Declare and pay dividends upon the authorized shares of stock of the Corporation out of any assets of the Corporation available for dividends, but dividends may be declared and paid upon shares issued as partly paid only upon the basis of the percentage of the consideration actually paid on those shares at the time of the declaration and payment;

(ii) Use and apply any of its assets available for dividends, subject to the provisions of these Articles, in purchasing or acquiring any of the shares of stock of the Corporation; and

(iii) Set apart out of its assets available for dividends such sum or sums as the Board of Directors may deem proper, as a reserve or reserves to meet contingencies, or for equalizing dividends, or for maintaining or increasing the property or business of the Corporation, or for any other purpose it may deem conducive to the best interests of the Corporation. The Board of Directors in its discretion at any time may increase, diminish or abolish any such reserve in the manner in which it was created.

10.2 Approval of Interested Director or Officer Transactions: No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation,

H1 0000 275758

H 10000 275758

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 or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if:

1. The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

2. The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; 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 shareholders.

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

10.3 Indemnification:

(a) The Corporation shall indemnify any 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 (other than an action by or in the right of the Corporation) by reason of the fact that he/she 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 or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees and related costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or

H 10000 275758

H10000275758

proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a 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/she 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, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including reasonable attorneys' fees and related costs) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in

H10000275758

H/1000 275758

paragraphs (a) and (b) of this Article. Such determination shall be made (a) 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 (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(e) Expenses 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 as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her 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 a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who 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 or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Section 10.3.

(h) For the purposes of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the

H/1000 275758

H10000 275758

provisions of this section with respect to the resulting or surviving corporation as he/she would if he/she had served the resulting or surviving corporation in the same capacity.

SECOND: The date of adoption of these Amended and Restated Articles of Incorporation was December 23, 2010.

THIRD: On December 23, 2010 these Amended and Restated Articles of Incorporation were authorized by the vote of the Board of Directors followed on December 23, 2010 by the consent of a majority of all outstanding shares entitled to vote thereon. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned director, hereby executes these Amended and Restated Articles of Incorporation this 23rd day of December, 2010.



Scott Hirsch, Director

H10000 275758