

BURGESS, HARRELL, MANCUSO,
OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Donald J. Harrell
R. Lynette Mancuso
Paul E. Olson
John A. Colton

* Board certified civil trial lawyer
† Also admitted in Pennsylvania
** Board certified real estate lawyer
° Certified circuit & family court mediator

P94000020109
June 17, 1997
Overnight Courier

Division of Corporations
Department of State
409 East Gains St.
Tallahassee, Florida 32399

RE: Filing Amendment and Restatement of Articles of Incorporation
M-COM NETWORK SYSTEMS CORPORATION

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Amendment and Restatement for the above referenced corporation, and a check in the amount of the following:

Articles Filing Fee \$35.00

300002216099--9
-06/18/97--01087--006
*****35.00 *****35.00

Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,

Donald J. Harrell
Donald J. Harrell
For the Firm

RECEIVED
CORPORATION
DIVISION OF
STATE
JUN 19 1997
TALLAHASSEE, FLORIDA
/APPROVED
FILED

DJH:sh

Enclosure
cc: Client (w/o encl.)

CM
P94000020109
6-18-97
Amend & Restated
4 pgs

1776 Ringling Boulevard • Sarasota, Florida 34236

Tel. 941-366-3700 Fax. 941-366-0189

M-COM NETWORK SYSTEMS, CORPORATION
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is M-COM NETWORK SYSTEMS, CORPORATION.
2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
M-COM NETWORK SYSTEMS, CORPORATION

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be M-COM NETWORK SYSTEMS, CORPORATION.

Section 1.2 Principal Office and Mailing Address. The corporation's current principal office is 1748 INDEPENDENCE BLVD., SUITE C-5, SARASOTA, FLORIDA 34234, and the current mailing address of the corporation is 1748 INDEPENDENCE BLVD., SUITE C-5, SARASOTA, FLORIDA 34234. The corporation may change the foregoing addresses, transact business at other places, and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is MICHAEL W. MCKINNEY. The current registered office street address of the registered agent is 4382 LONGCHAMP DRIVE, SARASOTA, FLORIDA 34235.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence commenced on March 16, 1994.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is organized shall be to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

97 JUN 19 11:05
APPROVED
100

ARTICLE IV
AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall be divided into two (2) classes, which classes shall be (a) common stock, and (b) preferred stock. The classes are described as follows:

(a) Common Stock. The aggregate number of shares of common stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to twenty million (20,000,000) shares having one-tenth of one cent (\$.001) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution after giving effect to any liquidation preference provided hereinafter. No preferences, limitations or relative rights, other than those required and provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(b) Preferred Stock. The aggregate number of shares of preferred stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to ten million (10,000,000) shares at one-tenth of one cent (\$.001) par value. The designations, series, preferences, limitations, and relative rights in respect of these shares shall be determined by the board of directors, without shareholder action, prior to issuance of any such shares. If required by applicable law, such determination shall be set forth in articles of amendment duly adopted by the board of directors without shareholder action, and filed with the appropriate Florida agency or authority prior to issuance of any such shares.

(c) Certificate Legend. Each certificate representing common and preferred shares issued shall contain an appropriate statement or legend relating to each class or series of shares authorized to be issued.

(d) No Preemptive Rights. Except as otherwise specifically provided for preferred shares, the shareholders of the common and preferred stock shall have no preemptive rights granted herein to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the board of directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the board of directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 Plurality Voting. Except as otherwise specifically provided for preferred shares, shareholder voting of all voting shares shall be on a plurality basis, and shareholders shall not be entitled to vote shares cumulatively in elections for the board of directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. Except as otherwise specifically provided herein, the articles of incorporation may be amended from time to time only by action of the board of directors and the shareholders in accordance with applicable law.

Section 5.2 Incorporator(s). The name and address of each incorporator was: MICHAEL W. McKINNEY, 4382 LONGCHAMP DRIVE, SARASOTA, FLORIDA 34235, and BARBARA LEWIS McKINNEY, 4382 LONGCHAMP DRIVE, SARASOTA, FLORIDA 34235.

3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each share of the currently issued and outstanding shares of common stock (e.g., of the authorized 1,000 shares of \$1.00 par value common stock) shall, upon the effective date of the above amendment and restatement, be deemed converted into one thousand (1,000) shares of common stock (e.g., of the authorized 20,000,000 shares of \$.001 par value common stock). The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on June 17, 1997.

M-COM NETWORK SYSTEMS, CORPORATION

By Michael W. McKinney
Michael W. McKinney (Print Name)

As _____ President