

Division of Corporations

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Florida Department of State
Division of Corporations
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THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MASTERLINK CORPORATION MUST BE FILED THIS DATE, AND CERTIFICATION RETURNED TO THE ME BY FAX TRANSMITTAL. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. IF THERE ARE ANY PROBLEMS WITH THIS REQUEST, PLEASE CALL ME. Thank you, Karen DiDea

BASIC AMENDMENT

MASTERLINK CORPORATION

ATTORNEY NO.: 424
CLIENT NO.: 018568
MATTER NO.: 62325

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Estimated Charge	\$43.75

Amended & Restated

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Articles

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MASTERLINK CORPORATION**

MASTERLINK CORPORATION, a Florida corporation (the "Corporation"), pursuant to Sections 607.1006 and 607.1007, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is MasterLink Corporation.
2. The Amended and Restated Articles of Incorporation are as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

MASTERLINK CORPORATION

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock, par value \$0.01 per share ("Common Stock"). The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares. Except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

ARTICLE IV. CORPORATE ADDRESS; REGISTERED AGENT

The principal address for the corporation shall be 3649 All American Blvd., Orlando, Florida 32810.

This document was prepared by:
Bradford D. West, Esquire
Florida Bar Number: 769525
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

The street address of the registered office of this corporation shall be 215 N. Eola Drive, Orlando, Florida 32801; and the name of the Registered Agent at that address shall be Bradford D. West.

ARTICLE V. BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of not less than one (1) person. The number of directors may be increased or decreased, from time to time, as provided in the Bylaws of the Corporation, but shall in no event be less than one (1) person. A quorum for a meeting of the Board of Directors shall consist of not less than a majority of the Directors. Any member of the Board of Directors or the Chairman of the Board or the President may call a special meeting of the Board of Directors upon at least two (2) days' notice of the date, time and place of the meeting.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

This Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced from time to time.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 2nd day of March, 1999.

By: Kent A. Weisner
Kent A. Weisner, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having a business office as set forth above and having been designated as the Registered Agent in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Bradford D. West
Bradford D. West

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of MasterLink Corporation contains an amendment to the Articles of Incorporation requiring shareholder approval and was approved by the Corporation's Board of Directors and Shareholders by Unanimous Written Consent dated effective as of March 2, 1999, and the number of votes cast for the approval of such Amended and Restated Articles of Incorporation was sufficient for approval by the shareholders of the Corporation.

Date: March 2, 1999

By: Kent A. Weisner
Kent A. Weisner, President