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OCT-11-99 11:40AM FROM AKERMAN SENTERFITT EIDSON PA 954-463-5503 816 P 01/07 870

ATTENTION:  
KAREN

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Division of Corporations  
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BASIC AMENDMENT  
CORPORATE BUYING SERVICE INC.

Certificate of Status	0
Certified Copy	1
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REG-11  
10/7/99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 8, 1999

CORPORATE BUYING SERVICE INC.  
3401 N FEDERAL HWY  
SUITE 216  
BOCA RATON, FL 33431

SUBJECT: CORPORATE BUYING SERVICE INC.  
REF: P94000072462

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The current name of the entity is as referenced above. Please correct your document accordingly.

IN THE FIRST PARAGRAPH OF THE AMENDED AND RESTATED ARTICLES, THE NAME APPEARS WITH A COMMA. PLEASE REMOVE THE COMMA.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H99000025361  
Letter Number: 799A00048874

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CORPORATE BUYING SERVICE INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Corporate Buying Service Inc., originally filed with the Secretary of State of the State of Florida on October 3, 1994, are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the corporation is Corporate Buying Service Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3401 North Federal Highway, Suite 216, Boca Raton, Florida 33431.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is fifty million (50,000,000) shares consisting of (i) thirty million (30,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) twenty million (20,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

The designations, powers, preferences, qualifications, restrictions and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

Prepared by:  
Bruce I. March, Esq.  
Akerman, Senterfitt & Eidson, P.A.  
450 E. Las Olas Blvd., Suite 950  
Ft. Lauderdale, Florida 33301  
(954) 463-2700  
Florida Bar No. 992860

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A. Provisions Relating to the Common Stock

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article III, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article III, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article III, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

B. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, qualifications, limitations, restrictions and relative rights thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) the number of shares to constitute the class or series and the designations thereof;

(b) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(c) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(d) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(e) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(f) the preferences, if any, and that amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(g) whether or not and the circumstances under which the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(h) the preferences and relative, participating, optional or other special rights and protective provisions, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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**ARTICLE IV...  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 3401 North Federal Highway, Suite 216, Boca Raton, Florida 33431. The name of the Corporation's registered agent at that office is Russell Madris.

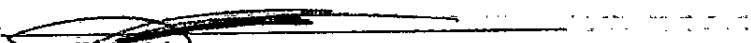
**ARTICLE V  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of October 6, 1999.

**CORPORATE BUYING SERVICE INC.**

By:

  
Russell Madris  
President

OCT-11-99 11:43AM FROM-AKERMAN SENTERFITT EIDSON PA 954-463-5503 T-816 P.07/07 F-870  
OCT-15-99 02:27PM FROM-AKERMAN SENTERFITT EIDSON PA 954-463-5503 T-803 P.02/02 F-853

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**CERTIFICATE  
OF THE  
PRESIDENT  
OF  
CORPORATE BUYING SERVICE INC.**

The undersigned, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, hereby certifies as follows:

1. The Amended and Restated Articles of Incorporation of Corporate Buying Service Inc. (the "Company") attached hereto contain amendments to the Company's Articles of Incorporation that require shareholder approval.
2. The amendments set forth in the Amended and Restated Articles of Incorporation attached hereto were adopted by the sole shareholder of the Company on October 6, 1999.

**CORPORATE BUYING SERVICE INC.**

By   
Russell A. Smith  
President

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