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**BASIC AMENDMENT**  
**GLOBALTRADEDESK.COM, INC.**

Certificate of Status	1
Certified Copy	1
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*Amended & Restated*

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FROM

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBALTRADEDESK.COM, INC.**

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TALLAHASSEE, FLORIDA

In accordance with Sections 607.1007 and 607.1003 of the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the "FBCA"), the undersigned Board of Directors and all of the Shareholders of GlobalTradeDesk.com, Inc., a Florida corporation (the "Corporation"), hereby adopt, amend and restate in its entirety the Articles of Incorporation of the Corporation as follows:

**ARTICLE I  
Name**

The name of the Corporation is: GlobalTradeDesk.com, Inc.

**ARTICLE II  
Principal Address**

The street address of the principal office and the mailing address of the Corporation is: 3058 Wister Circle, Tampa, Florida 33594.

**ARTICLE III  
Purposes**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
Capital Stock**

4.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 60,000,000 shares, of which 36,000,000 shares shall be common stock, having a par value of \$.00001 per share (referred to in these Articles of Incorporation as "Common Stock") and 24,000,000 shares shall be preferred stock, having a par value of \$.00001 per share (referred to in these Articles of Incorporation as "Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval or the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

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#### 4.2 Common Stock.

(a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as may be set by the Board of Directors and hereafter filed as Articles of Amendment to these Second Amended and Restated Articles of Incorporation pursuant to Section 607.0602 of the FBCA. Except as otherwise provided in these Second Amended and Restated Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) Voting Rights. Each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) Dissolution, Liquidation, Winding Up. In the event of dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

#### 4.3 Preferred Stock.

(a) Issuance, Designations, Powers, Etc. Subject to the limitations prescribed by the FBCA and the provisions of these Second Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, to provide, by resolution and by filing Articles of Amendment to these Second Amended and Restated Articles of Incorporation (which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action), for the issuance from time to time of the shares of the 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 designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect

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to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(i) the dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

#### 4.4 Series A Preferred Stock.

(a) Issuance and Voting Rights. The Board of Directors is expressly authorized to issue 9,600,000 shares of Convertible Preferred Stock ("Series A Preferred Stock") which shall be a class of Preferred Stock and shall be subject to the limitations prescribed by the Act and the provisions of these Restated Articles of Incorporation. Except as otherwise provided by the Act, prior to the conversion of the Series A Preferred Stock into Common Stock pursuant to Section 4.4(d)(1), the holders of issued and outstanding shares of Series A Preferred Stock ("Series A Preferred Holders") shall not be entitled to vote for the election of directors of the Corporation or for any other corporate matters. If so provided, each share of Series A Preferred Stock shall be entitled to that number of votes as shall equal the number of shares of Common Stock into which such Series A Preferred Stock is converted pursuant to Section 4.4(d).

(b) Dividend Rights. The Series A Preferred Holders shall not be entitled to receive a dividend on the Series A Preferred Stock except that the Series A Preferred Stock will receive any dividend payable upon Common Stock as if the Series A Preferred Stock had been converted to Common Stock pursuant to 4.4(d).

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(c) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, before any assets of the Corporation shall be paid to, set aside for or distributed to holders of issued and outstanding shares of Common Stock, each Series A Preferred Holder shall be entitled to receive, out of the assets of the Corporation or the proceeds thereof, a preferential payment in an amount equal to the stated price of (\$0.1042) per share. If the assets distributable upon a liquidation shall be insufficient to permit the distribution to the Series A Preferred Holders of the full preferential amounts to which such Series A Preferred Holders shall be entitled, then such amounts shall be distributed ratably to such Series A Preferred Holders in proportion to the full amounts to which they respectively are entitled.

(d) Conversion Rights.

(i) Each share of Series A Preferred Stock shall (i) at the option of the holder thereof be convertible into Common Stock at any time and (ii) shall automatically be converted into Common Stock upon the closing of an underwritten public offering of the capital stock of the Company pursuant to a registration statement filed under the 1933 Securities Act ("IPO"). The number of shares of Common Stock which a holder of Series A Preferred Stock shall be entitled to receive upon conversion shall be (x) the number of shares of Series A Preferred Stock being converted at any time *multiplied by* (y) a fraction, the numerator of which is \$0.1042 and the denominator of which is the Series A Preferred Conversion Value then in effect. The initial "Series A Preferred Conversion Value" shall be \$0.1042.

(ii) In the event of an automatic conversion under Section 4.4(d)(1)(ii) above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the Series A Preferred Holders and whether or not the certificates representing such shares are surrendered to the Corporation; provided, however, the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such automatic conversion unless the certificates evidencing such shares of Series A Preferred Stock are delivered to the Corporation. Such conversion shall be deemed to have been made immediately prior to the closing of the IPO, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares on such date. Common Stock issued upon automatic conversion at an IPO can not be sold for a period of ninety (90) days after the closing date of an IPO.

(iii) No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. The number of shares of Common Stock issued by the Corporation in connection with such conversion shall be adjusted upward by a single share to eliminate the issuance of any fractional shares.

(e) Antidilution. If, prior to conversion of the Series A Preferred Stock under Section 4.4(d)(1), the Corporation issues any new or additional shares of capital stock, or securities convertible into shares of capital stock of the Corporation (other than shares

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issued upon the exercise of options to purchase shares of Common Stock to employees, directors, and consultants of the Corporation in an amount up to 20% of the outstanding shares of Common Stock (assuming conversion of outstanding convertible notes and the outstanding Preferred Stock) following the completion of the private offering of the Series A Preferred Stock) ("New Offering") for a price of less than the Series A Preferred Conversion Value, the Corporation will issue to each Series A Preferred Holder an amount of additional shares of Series A Preferred Stock equal to the number determined by subtracting the price per share of the New Offering from the Series A Preferred Conversion Value, multiplying the result by the number of shares of Series A Preferred Stock owned by such holder, and dividing the product by the price per share of the New Offering. The additional shares of Series A Preferred Stock shall be issued by the Corporation to each Series A Preferred Holder within ten (10) days after the issuance of shares pursuant to the New Offering.

(f) Change of Control. The Corporation will not engage in a reorganization transaction involving a merger, consolidation, or sale of assets that results in a change of control (i) as a result of which the holders of Preferred Stock would not receive at least the Series A Preferred Conversion Value per share of Preferred Stock, and (ii) until either the Corporation or some other person offers to purchase all shares of Series A Preferred Stock for cash at a price per share equal to at least the Series A Preferred Conversion Value.

(g) Adjustment Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as defined below), the Series A Preferred Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the Series A Preferred Conversion Value then in effect by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series A Preferred Conversion Value, which, as so adjusted, shall be readjusted in the same manner upon happening of any successive Extraordinary Common Stock Event Events.

An "Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (iii) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of the Common Stock.

4.5 Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Second Amended and Restated Articles of Incorporation, as amended, or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

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4.6 Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.7 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

#### ARTICLE V

##### Registered Office and Agent

The Corporation designates Suite 2700, 100 N. Tampa Street, Tampa, Florida 33602 as the street address of the registered office of the Corporation and names Bruce M. Rodgers, Esq. the Corporation's registered agent at that address to accept service of process within this state.

#### ARTICLE VI

##### Board of Directors

6.1 Classification. Except as otherwise provided in these Second Amended and Restated Articles of Incorporation or any Articles of Amendment filed pursuant to Section 4.3 hereof relating to the rights of the holders of any class of or series of Preferred Stock, voting separately by class or series, to elect additional directors under specified circumstances, the number of directors of the Corporation shall be as fixed from time to time by or pursuant to these Second Amended and Restated Articles of Incorporation or by bylaws of the Corporation (the "Bylaws"). Each director shall serve until such director's successor is duly elected and qualified or until such director's earlier death, resignation or removal. At each annual meeting of the shareholders, the successors to directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the shareholders held in the following year when their successors shall have been duly elected and qualified or until such director's earlier death, resignation or removal.

##### 6.2 Removal

(a) Removal For Cause. Except as otherwise provided pursuant to the provisions of these Second Amended and Restated Articles of Incorporation or Articles of Amendment relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 6.2(b) hereof) and only by the affirmative vote, at any annual or Series A meeting of the shareholders, of not less than sixty-six and two-thirds percent (66-2/3%), of the total

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number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least thirty (30) days prior to such annual or Series A meeting of shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting.

(b) "Cause" Defined. For the purposes of this Section 6.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a material corporate activity or material corporate assets, or (ii) conviction of an offense punishable by one (1) or more years of imprisonment (other than minor regulatory infractions and traffic violations which do not materially and adversely affect the Corporation).

(c) Vacancies. Newly created directorships resulting from any in the number of directors or any vacancy of the Board of Directors resulting from death, resignation, disqualification, removal or otherwise, may be filled only by affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director, or, if not filled by the directors, by the shareholders. Any director so elected shall hold office until the next election of the class for which such director shall have been elected and until such director's successor shall have been elected and qualified or until any such director's earlier death, resignation or removal.

6.3 Change of Number of Directors. The Board of Directors shall have the power to increase or decrease the authorized number of directors, with or without shareholder approval. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to maintain such classes as nearly equal as possible. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

6.4 Directors Elected by Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by class or series, to elect one or more directors at an annual or Series A meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Second Amended and Restated Articles of Incorporation, as amended by Articles of Amendment applicable to such classes or series of Preferred Stock, and such directors so elected shall not be divided into classes pursuant to this Article VI unless expressly provided by the Articles of Amendment applicable to such classes or series of Preferred Stock.

6.5 Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be



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eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

6.6 Exercise of Business Judgment. In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

Directors. The number of directors constituting the Board of Directors as of the date of adoption of these Articles of Incorporation is three (3). The number of directors may be increased or decreased from time to time as provided in these Articles of Incorporation or by the Bylaws, but in no event shall the number of directors be less than two (2).

## ARTICLE VII

### Action By Shareholders

7.1 Annual Meetings. At an annual meeting of the shareholders of the Corporation, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the Bylaws.

7.2 Series A Meetings. Series A meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the President of the Corporation; or (d) the holders of not less than fifty (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed Series A meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Series A meetings of the shareholders of the Corporation may not be called by any other person or persons.

7.3 Shareholder Action Without a Meeting. Any action required or permitted to be taken at an annual or Series A meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the same may be hereafter amended or superseded.

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ARTICLE VIII  
Amendments

8.1 Articles of Incorporation. Notwithstanding any other provision of these Second Amended and Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, Articles IV, VI, VII, VIII or this Article IX of these Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these Second Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law.

8.2 Bylaws. The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power. The shareholders of the Corporation may adopt or amend a provision to the Bylaws which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

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IN WITNESS WHEREOF, Jay Ayres has caused these Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and execution hereof to be attested, all by its duly authorized officers, this 27th day of June, 2000.

By:

J. Ayres

Jay Ayres, President

SHAREHOLDERS:

William X Moon (600,000 shares)  
Patricia K. J. (6,480,000 shares)  
L Ray Fleming (600,000 shares)  
J. Ayres ( shares)  
( shares)  
( shares)

DIRECTORS:

Michael W. Smith  
Patricia K. J.  
L Ray Fleming  
J. Ayres

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**ACCEPTANCE OF APPOINTMENT**  
**BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Second Amended and Restated Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 27th day of June, 2000.



Bruce M. Rodgers, Registered Agent