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Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
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BASIC AMENDMENT

NEXT TECHNOLOGY CONSULTING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	$43.75

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Amended & Restated Articles

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CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEXT TECHHNOLOGY CONSULTING, INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Next Technology Consulting, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: NEXT TECHNOLOGY CONSULTING, INC.

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) authorizing an additional number of common stock and blank check preferred stock, (b) changing the Corporation's registered agent, and (c) providing for additional indemnification language and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders and Directors of the Corporation on September 14, 2000.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's Shareholders and Directors dated September 14, 2000, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of September 14, 2000.

NEXT TECHNOLOGY CONSULTING, INC., a Florida corporation

By: ______________________
Regino Sanchez, President and Director

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NEXT TECHNOLOGY CONSULTING, INC.

The undersigned, as President and a director of Next Technology Consulting, Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: NEXT TECHNOLOGY CONSULTING, INC. (hereinafter referred to as "Company")

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Company is: 300 Aragon, Suite 215, Coral Gables, Florida 33134.

ARTICLE III CAPITAL STOCK

The total number of shares which this Company is authorized to issue is one million two hundred fifty thousand (1,250,000) shares, of which one million (1,000,000) shares shall be common stock, par value $0.0001 per share (the "Common Stock"), and two hundred fifty thousand (250,000) shares shall be preferred stock, par value $0.0001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Company, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the above classes of capital stock shall be as follows:

1. Common Stock. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock on each matter submitted to a vote of the shareholders of the Company.

2. Preferred Stock. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Company is hereby expressly authorized to issue the shares of

Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

(a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Company;

(e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) any other relative rights, preferences and limitations of that series.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Company's registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Company's registered agent at that office is American Information Services, Inc.

ARTICLE V

INDEMNIFICATION

To the maximum extent permitted by the Florida law, the Company shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Company), by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she

reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 or she reasonably believed to be in, or not opposed to, the best interests of the Company or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. indemnify any person who was or is a party to any proceeding by or in the right of the Company to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal preceding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Company may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 14 day of September 2000.

NEXT TECHNOLOGY CONSULTING, INC.

By:____________________
Regino Sanchez, President and a Director

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Next Technology Consulting, Inc., a Florida corporation (the "Company"), in the Company's articles of incorporation:

> Having been named as registered agent and to accept service of process for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 14th day of September, 2000.

AMERICAN INFORMATION SERVICES, INC.

By: Nery C. Toledo, Asst. Sec.
Nery C. Toledo, Assistant Secretary