

eData.comTM

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April 15, 1999

Florida Department of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, FL 32399

500002847605--4
-04/22/99-01073-020
*****43.75 *****43.75

Re: Articles of Amendment for Indar Corporation and eData.com, Inc.

Dear Sir/Madam:

Enclosed are Articles of Amendment for Indar Corporation and eData.com, Inc. I am enclosing this letter to help explain the transactions that are taking place, which will have an effective date of 12/31/98.

As of the effective date, both corporations were owned by Hank Asher, who was sole shareholder and sole director. Mr. Asher desired to rename Indar Corporation eData.com, Inc. and to rename eData.com, Inc. Indar Corporation. We are also changing the business addresses of the corporations and the business addresses of the registered agents.

I have enclosed two checks for \$43.75 to cover the costs associated with filing the amended articles and to receive certified copies of these filings.

Please contact me at (561) 999-4412 if you have any questions about the enclosed documents.

*NC Restate
4-28-99
BAC*

Sincerely,

Beth A. Carlson

Beth A. Carlson
Attorney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAC:tbm

enclosures

**FIRST RESTATED ARTICLES OF INCORPORATION
OF**

INDAR CORPORATION

INDAR Corporation, a Florida corporation, the original certificate of which was filed with the Secretary of State of Florida on July 23, 1998, HEREBY CERTIFIES that this First Restated Certificate of Incorporation was duly proposed by the Board of Directors and unanimously adopted by its stockholders in accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act on 12-31-98.

ARTICLE ONE: NAME

The Name of the Corporation is eData.com, Inc.

ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is 6601 Park of Commerce Drive, Boca Raton, FL 33431 and the mailing address of the corporation is the same.

ARTICLE THREE: NATURE OF BUSINESS

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

ARTICLE FOUR: CAPITAL STOCK

A. Total Shares of Capital Stock. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 20,000,000 shares of Common Stock, each with a par value of \$.001 per share, and 10,000,000 shares of Preferred Stock, each with a par value of \$.001 per share.

B. Issuance of Preferred Stock. The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional, or other special rights and such qualifications, limitation, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series as may be permitted by the Florida Business Corporation Act, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at

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such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, or other securities or property, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

ARTICLE FIVE: BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by or under the direction of a board of directors consisting of not less than one, nor more than fifteen directors, the exact number of directors to be determined from time to time by resolution adopted by either the affirmative vote of a majority of the entire board of directors or a majority of shares represented in person or by proxy at a stockholder meeting. A director shall hold office until the next annual meeting of stockholders and his or her successor is elected and qualified, subject, however, to prior death, resignation, retirement or removal from office. Any vacancy on the board of directors may be filled only by a majority of the directors then in office, even if less than a quorum, or a sole remaining director.

ARTICLE SIX: REMOVAL OF DIRECTORS

A director may be removed only by the holders of a majority of common stock then entitled to vote at an election of directors with or without cause.

ARTICLE SEVEN: LIMITATION OF PERSONAL LIABILITY

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director unless (i) the director breached or failed to perform his or her duties as a director; and (ii) the director's breach of, or failure to perform, those duties constitutes misconduct described in Section 607.0831(b) 1 through 5 of the Florida Business Corporation Act. If this Section 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 eliminated or limited to the fullest extent permitted by the amendment. Any repeal or modification of the Article Seven by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE EIGHT: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of Florida any person who was or is a party or is threatened

to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding 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 corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall (in the case of any action, suit or proceeding against a director of the corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee, or agent of the corporation) be paid by the corporation in advance of the final disposition of such action suit or proceeding as authorized by the board of directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article.

The indemnification and other rights set forth in this Article shall not be exclusive of any provisions with respect thereto in the by-laws or any other contract or agreement between the corporation and any officer, director, employee or agent of the corporation.

Neither the amendment nor repeal of any of the provisions of this Article nor the adoption of any provision of this First Restated Certificate of Incorporation inconsistent with any provision of this Article shall eliminate or reduce the effect of the provisions of this Article in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to the provisions of this Article if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

ARTICLE NINE: REGISTERED AGENT

The street address of the registered office of the corporation is 6601 Park of Commerce Drive, Boca Raton, FL 33431 and the name of the registered agent is Thomas J. Quarles.

ARTICLE TEN: TERM OF EXISTENCE

The corporation is to exist perpetually.

IN WITNESS WHEREOF, INDAR Corporation has caused this First Restated Certificate of Incorporation to be signed February 1, 1999, in its name by a duly authorized officer.

INDAR CORPORATION

By: 

Title: SECRETARY

Thomas J. Quarles