

Division of Corporations

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## BASIC AMENDMENT

EDATA.COM, INC.

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**Second Amended And Restated  
Articles of incorporation**

**of**

**eData.com, Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.10025, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, eData.com, Inc., a Florida corporation (the "Corporation"), hereby certifies (i) that this Second Amended and Restated Articles of Incorporation, which contains amendments requiring shareholder approval, was duly adopted by the Board of Directors of the Corporation and by the shareholders of the Corporation as of May 28, 1999, (ii) that the number of votes cast was sufficient for approval, (iii) that the amendments do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and do not result in the percentage of authorized shares that remain unissued after the division of shares exceeding the percentage of authorized shares that were unissued before the division of shares, (iv) that each share of the one thousand shares of the common stock outstanding on the date of this amendment shall, without any action on the part of the holders thereof, be converted into and reconstituted as twelve thousand shares of such common stock and (v) that the articles of incorporation of the Corporation be amended in full as follows:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is eData.com, Inc. The address of the principal office and the mailing address of the Corporation is 6601 Park of Commerce Drive, Boca Raton, Florida 33431.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

Filed by:  
Alison W. Miller, Fla. Bar No. 220132  
Stearns Miller Weaver, et al.  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
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**ARTICLE III - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

**Name****Address**

Thomas J. Quarles

6601 Park of Commerce Drive  
Boca Raton, Florida 33431**ARTICLE IV - CAPITAL STOCK**

**Section 1.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 50,000,000 shares of common stock, each with a par value of \$.001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.001 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 Corporation, 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 par value of the shares.

**Section 2.** Effective on the date of this amendment, each outstanding share shall, without any action on the part of the holders thereof, be converted into and reconstituted as twelve thousand shares of Common Stock.

**Section 3.** 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, limitations, 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 (a) subject to redemption at such time or times and at such price or prices; (b) 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; (c) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (d) 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.

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**ARTICLE V - SPECIAL MEETINGS OF SHAREHOLDERS**

Special meetings of the shareholders, for any purpose or purposes, shall be called by the Chairman of the Board, the President or at the request in writing of the holders of not less than twenty-five percent of all the outstanding shares of this Corporation entitled to vote at the meeting. Such written request shall state the purpose or purposes of the meeting and shall be delivered at the principal office of the Corporation addressed to the Chairman of the Board, the President or the Secretary. No business other than that stated in the notice of a special meeting shall be transacted thereat.

**ARTICLE VI - NOMINATION OF DIRECTORS**

**Section 1.** Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors, (a) by or at the direction of the Board of Directors or (b) by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VI and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VI. In addition to any other applicable requirements, for a nomination to be made by a shareholder pursuant to clause (b) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

**Section 2.** To be timely, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must be delivered to or mailed and received at the principal office of the Corporation (a) in the case of an annual meeting, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs, or (b) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the tenth day following the day on which notice of the date of the special meeting is mailed or public disclosure of the date of the special meeting is made, whichever first occurs.

**Section 3.** To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (ii) of Section 1(b) of this Article VI must set forth (a) as to each person whom the shareholder proposes to nominate for election as a director, (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii)

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the number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder, and (b) as to the shareholder giving the notice, (i) the name and record address of such shareholder, (ii) the number of shares of capital stock of the Corporation which are owned beneficially or of record by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (iii) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder, (iv) a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

**Section 4.** No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article VI. If the Chairman of the Meeting determines that a nomination was not made in accordance with the foregoing procedures, then the Chairman of the Meeting shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

#### **ARTICLE VII - NEW BUSINESS**

**Section 1.** To be properly brought before the annual meeting of shareholders, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the meeting by any shareholder of the Corporation (i) who is a shareholder of record on the date of the giving of the notice provided for in this Article VII and on the record date for the determination of shareholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Article VII. In addition to any other applicable requirements, including but not limited to the requirements of Rule 14a-8 promulgated by the Securities and Exchange Commission under the Exchange Act, for business to be properly brought before an annual meeting by a shareholder pursuant to clause (c) of this Section 1, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

**Section 2.** To be timely, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must be delivered to or mailed and received at the principal office

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of the Corporation, not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received no later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs.

**Section 3.** To be in proper written form, a shareholder's notice to the Secretary pursuant to clause (c) of Section 1 of this Article VII must set forth as to each matter such shareholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (b) the name and record address of such shareholder, (c) the number of shares of capital stock of the Corporation which are owned beneficially or of record by such shareholder, together with evidence reasonably satisfactory to the Secretary of such beneficial ownership, (d) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and any material interest of such shareholder in such business, (e) a representation that such shareholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting and (f) any material interest of the shareholder proposing to bring such business before such meeting (or any other stockholders known to be supporting such proposal) in such proposal.

**Section 4.** Notwithstanding anything in this Second Amended and Restated Articles of Incorporation to the contrary, no business shall be conducted at the annual meeting of shareholders except business brought before such meeting in accordance with the procedures set forth in this Article VII; provided, however, that, once business has been properly brought before such meeting in accordance with such procedures, nothing in this Article VII shall be deemed to preclude discussion by any shareholder of any such business. If the Chairman of the Meeting determines that business was not properly brought before the meeting in accordance with the foregoing procedures, then the Chairman shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of the Corporation shall be comprised of not less than one, nor more than fifteen, directors, the exact number of directors to be determined from time to time by the vote of the Board of Directors of the Corporation at a meeting thereof.

**Section 2.** Any vacancy on the Board of Directors of this Corporation, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining

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director, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their death, resignation or removal.

#### ARTICLE IX - SUPERMAJORITY APPROVAL REQUIREMENTS

Notwithstanding any other provision (except as set forth in Article XII) of this Second Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required in all matters where shareholder action is required by the Florida Business Corporation Act other than for the election of directors; provided, however, that such two-thirds voting requirement shall not be applicable if such matters have been first approved by the Board of Directors of this Corporation.

#### ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. In order for the shareholders of this Corporation to approve a proposal to alter, amend or repeal the Bylaws, such proposal shall require, in addition to other applicable requirements of this Second Amended and Restated Articles of Incorporation and of law, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote; provided, however, that such two-thirds voting requirement shall not be applicable if such proposal has been first approved by the Board of Directors of this Corporation.

#### ARTICLE XI - INDEMNIFICATION

**Section 1.** The Corporation shall indemnify to the fullest extent permitted by law 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 or she is or was serving as a director, officer, employee or agent of this Corporation or serving in any other capacity with another corporation, partnership, joint venture, trust or other enterprise at the request of this Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her 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 or her conduct was unlawful.

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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 XI.

Section 3. The indemnification and other rights set forth in this Article XI shall not be exclusive of any provisions with respect thereto in the Bylaws or any other contract or agreement between this Corporation and any officer, director, employee or agent of this Corporation.

Section 4. Neither the amendment nor repeal of any of the provisions of this Article XI nor the adoption of any provisions of this Second Amended and Restated Articles of Incorporation inconsistent with any provision of this Article XI shall eliminate or reduce the effect of the provisions of this Article XI in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision 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 XI if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

#### ARTICLE XII - AMENDMENT

Notwithstanding any other provision of this Second Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least two-thirds of the outstanding shares of this Corporation entitled to vote shall be required to amend in any respect, alter or repeal this Article XII, or Articles V, VI, VII, VIII, IX and X hereof.

IN WITNESS WHEREOF, eData.com, Inc., has caused this Second Amended and Restated Articles of Incorporation to be executed this 29th day of June, 1999, by a duly authorized officer.

eData.com, INC.

By:   
Hank Asher  
Chief Executive Officer