

CCRS

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P9900DD34125

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 0150. 8448

REF. #: 9-30-99

CORP. NAME: IN Excess. com, INC.

4000003001244--3
-09/30/99--01024--016
*****43.75 *****43.75

☐ ARTICLES OF INCORPORATION ☒ ARTICLES OF AMENDMENT

☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK

☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP

☐ REINSTATEMENT ☐ MERGER

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ OTHER: _____

☐ ARTICLES OF DISSOLUTION

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ WITHDRAWAL

☐ UCC-3

FILED
SEP 30 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5967 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

*Amend + Restate
10-1-99
DHS*

COST LIMIT: \$ _____

RECEIVED
99 SEP 30 AM 10:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

Examiner's Initials _____

CERTIFICATE
OF
THE CHIEF EXECUTIVE OFFICER
OF
IN EXCESS.COM, INC.

FILED
99 SEP 30 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

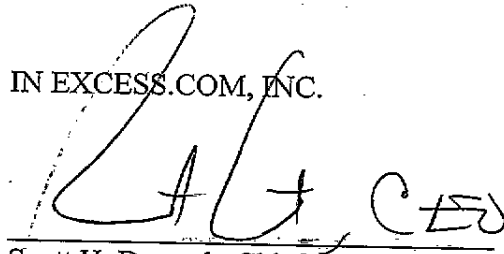
Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of IN EXCESS.COM, INC. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that requires shareholder approval.

(b) The Corporation has one class of voting capital stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 26th day of September, 1999, pursuant to §607.0704 of the Florida Business Corporation Act.

(c) The Amended and Restated Articles of Incorporation of the Corporation attached hereto were duly authorized and adopted by the sole director of the Corporation by written consent on the 26th day of September, 1999.

IN EXCESS.COM, INC.


Scott H. Deutsch, Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IN EXCESS.COM, INC.**

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of IN EXCESS.COM, INC. are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is IN EXCESS.COM, INC. (hereinafter called the "Corporation").

ARTICLE II

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

(A) Authorized Shares. The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is Twenty Five Million (25,000,000) shares, consisting of (i) Twenty Million (20,000,000) shares of common stock, par value \$0.01 per share (the "common stock"), and (ii) Five Million (5,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred 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 and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Preferences. Authority hereby is expressly granted to and vested in the Board 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 to fully 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 resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

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

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not 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;

(e) whether the shares of a class or series shall or shall not 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;

(f) 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 such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the 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;

(h) whether the shares of any class or series shall or shall not 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

(i) such other special rights and protective provisions with respect to any class or series as the Board 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 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 may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such 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.

A. Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the

Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE IIV

The street address of the Corporation's registered office in the State of Florida is 1717 N. Bayshore Drive, # 3445, Miami, Florida, 33132-1180 and the name of its registered agent at such office is Scott H. Deutsch

ARTICLE V

The address of the principal office and the mailing address of the Corporation is 1717 N. Bayshore Drive, # 3445, Miami, Florida, 33132-1180.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time by the directors. The initial Board of Directors shall consist of one (1) person whose name and address is as follows:

Scott H. Deutsch
1717 N. Bayshore Drive, PHD36
Miami, Florida 33132-1180

ARTICLE V

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on September 26 1999.

IN EXCESS.COM, INC.

By:  CEO

Scott H. Deutsch, Chief Executive Officer