

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000014577 3)))



H070000145773ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

07 JAN 18 AM 8:00

Division of Corporations

Division of Corporations
Fax Number : (850) 205-0380

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-5559

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 JAN 18 AM 9:54

COR AMND/RESTATE/CORRECT OR O/D RESIGN

MORGAN BEAUMONT, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

B, 1/19/07
WZ



January 18, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MORGAN BEAUMONT, INC.
6015 31ST STREET EAST
BRADENTON, FL 34203

SUBJECT: MORGAN BEAUMONT, INC.
REF: F05000005077

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CERTIFICATE ACCOMPANYING THE RESTATED ARTICLES IN THE HOME STATE DOES NOT EVIDENCE THE CHANGE FROM ONE NAME TO THE OTHER. PLEASE PROVIDE EITHER A CERTIFICATE OF STATUS OR COPY OF THE DOCUMENT FILED IN THE HOME STATE EVIDENCING THE CHANGE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: H07000014577
Letter Number: 607A00004038

2007 JAN 18 AM 9:54

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000005077

(Document number of corporation (if known))

1. MORGAN BEAUMONT, INC.

(Name of corporation as it appears on the records of the Department of State)

2. NEVADA

(Incorporated under laws of)

3. AUGUST 28, 2005

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 22, 2006

5. nFinanSe Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Jerry R. Welch
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jerry R. Welch

(Typed or printed name of person signing)

CEO

(Title of person signing)



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4200
(775) 684-5708
Website: secretaryofstate.biz

Entity #
CI4826-2000
Document Number
20060751158-45

Date Filed:
11/22/2006 11:45:50 AM
In the office of

Dean Heller

Dean Heller
Secretary of State

**Certificate to Accompany
Restated Articles
(PURSUANT TO NRS)**

ARROW INDICATES FOR OFFICE USE ONLY

**This Form is to Accompany Restated Articles of Incorporation
(Pursuant to NRS 78.403, 82.371, 82.372, 82.383 or 82A.230)**

(This form is also to be used to accompany Restated Articles for Limited Liability Companies, Certificates of
Limited Partnership, Limited Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office: Morgan Beumont, Inc.

2. The articles are being ☐ Restated or ☒ Amended and Restated (check only one). Please entitle your attached
articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box.*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been
authorized to execute the certificate by resolution of the board of directors adopted on _____. The
certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☒ The entity name has been amended.

☐ The resident agent has been changed. (attach Certificate of Acceptance from new resident agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☒ Articles have been added.

☐ Articles have been deleted.

☒ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

The name of the corporation has been changed to Morgan Inc. The authorized shares of the Corporation's common and preferred stock has been
increased.

* This form is to accompany Restated Articles which contain newly stated or amended articles. The Restated Articles must contain
all of the requirements as set forth in the statutes for amending or restating the articles or certificates.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be
rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State (NRS 78.403, 82.371, 82.372, 82.383 or 82A.230)
Repealed on 1/1/06

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

MORGAN BEAUMONT, INC.

Pursuant to the provisions of Section 78.403 of the Nevada Revised Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is nFinanSe Inc. (the "Corporation").
2. The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of Nevada on May 26, 2006.
3. The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I. NAME OF CORPORATION.

nFinanSe Inc.

ARTICLE II. SHARES.

The total number of the Corporation's authorized shares is 225,000,000 shares, designated as follows:

A. Common Stock

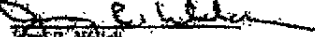
200,000,000 shares of common stock, par value \$0.001.

B. Preferred Stock

25,000,000 shares of preferred stock, par value \$0.001. The Corporation may issue one or more series of preferred stock with such designations, rights, preferences, limitations and/or restrictions as it should determine by vote of a majority of the Corporation's board of directors. The preferred shares may have special rights and preferences which may include special voting rights, special rights with respect to the payment of dividends, conversion rights, rights of redemption, sinking funds, and special rights in the event of liquidation, as the Corporation's board of directors may determine. These rights and preferences will be determined by the Corporation's board of directors at the time of issue.

4. Jerry R. Welch, the Chief Executive Officer of the Corporation, and Raymond P. Springer, the Chief Financial Officer and Executive Vice President of the Corporation, certify that the foregoing Amended and Restated Articles of Incorporation have been duly adopted and approved by the Corporation's board of directors and stockholders in accordance with the applicable provisions of Chapter 78 of the Nevada Revised Statutes. The foregoing Amended and Restated Articles of Incorporation were approved and adopted by stockholders of the Corporation entitled to exercise a majority of the voting power of the Corporation's common stock.

Executed this 20th day of November, 2006.


Jerry R. Welch
Chief Executive Officer


Raymond P. Springer
Chief Financial Officer and
Executive Vice President