

H04905



ACCOUNT NO. : 072100000032

REFERENCE : 598294 4324715

AUTHORIZATION :

Patricia Pappit

COST LIMIT : \$ 35.00

ORDER DATE : February 23, 2000

ORDER TIME : 11:48 AM

ORDER NO. : 598294-005

CUSTOMER NO: 4324715

CUSTOMER: Andrew Fahey, Legal Asst
Kilpatrick Stockton, LLP.
Suite 400
3737 Glenwood Avenue
Raleigh, NC 27612

FILED
00 FEB 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HIGH SPEED NET SOLUTIONS,
INC.

EFFECTIVE DATE:

500003144615-1

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
00 FEB 23 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

S. PAYNE FEB 28 2000

*00250, 00579, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 23, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: HIGH SPEED NET SOLUTIONS, INC.
Ref. Number: H04905

RESUBMIT
Please give original
submission date as file date.

We have received your document for HIGH SPEED NET SOLUTIONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

In paragraph #3 subsection a it states that there will be a registered address change but I don't see it in the text of the Amended & Restated Articles starting on page 2.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 700A00009889

RECEIVED
00 FEB 28 PM 12:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

00 FEB 28 PM 2:05

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
HIGH SPEED NET SOLUTIONS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Sections 607.001, 607.1003, and 607.1007 of the Business Corporation Act of the State of Florida)

High Speed Net Solutions, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is High Speed Net Solutions, Inc. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Florida on May 10, 1984. The Certificate of Incorporation of the Corporation was amended by filing a Certificate of Amendment of the Certificate of Incorporation of the Corporation with the Secretary of State of the State of Florida on:

(a) July 21, 1998; changing the authorized capital stock from 5,000 shares of common stock to 50,000,000 shares of common stock; removing preemptive rights granted in the original charter; and making certain other changes.

(b) September 2, 1998; changing the name of the Corporation to zzap.net, Inc.; and authorizing 5,000,000 shares of Series A Convertible Preferred Stock with various associated rights, of which no shares are issued and outstanding and of which the Corporation has never issued any shares.

(c) December 29, 1998; changing the name of the Corporation to High Speed Net Solutions, Inc.

2. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

3. This Restated Certificate of Incorporation amends the provisions of the Certificate of Incorporation of the Corporation in the following manner:

(a) Change the address of the principal place of business of the Corporation in the State of Florida.

(b) Modify the rights and privileges of the Series A Convertible Preferred Stock by removing the rights and privileges granted in the earlier amendment and specifying, pursuant to Section 607.0602 of the Business Corporation Act of the State of Florida, that the Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of state law, of the Series A Convertible Preferred Stock.

(c) Modify the pre-existing article concerning the "Liability and Indemnification of Directors and Officers" to more concretely state the Corporations' provisions of such.

(d) Modify the pre-existing article concerning contracts entered into between the Corporation and an officer and/or director to acknowledge that state law may proscribe a different treatment for such contracts.

4. The terms and provisions of this Restated Certificate of Incorporation have been duly approved by written consent of the stockholders of the Corporation pursuant to Section 607.0704 of the Business Corporation Act of the State of Florida, and notice of these actions taken by written consent of the stockholders has been duly given to non-consenting stockholders pursuant to such Section.

5. The text of the Amended and Restated Certificate of Incorporation reads in its entirety as follows:

ARTICLE I CORPORATE NAME

The Name of the Corporation is High Speed Net Solutions, Inc.

ARTICLE II PURPOSE

The company shall be organized for any and all purposes authorized under the laws of the State of Florida.

ARTICLE III PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV SHARES

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value, and 5,000,000 shares of preferred stock, \$.001 par value.

PREFERRED STOCK

Subject to the provisions of this ARTICLE IV, and these Articles of Incorporation, shares of preferred stock may be issued from time to time in one or more series as may be determined by the Board of Directors. The Board of Directors is authorized to determine or alter the designations, voting powers, preferences, and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of a series of preferred stock, including, but not limited to: (a) the distinctive designation of each series and the number of shares that will constitute such series (except that any decrease in the number of shares constituting such series shall not be below the number of shares of such series then outstanding); (b) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple votes per share; (c) the dividend rate, if any dividends are to be paid, on the shares of any such series, any restrictions, limitations, or conditions upon the payment of such dividends, whether such dividends shall be cumulative, and the dates on which such dividends are payable; (d) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (e) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (f) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; and (g) the prices or rates of conversion or exchange at which, and the terms and conditions on which, the shares are convertible into or exchangeable for other capital stock of the Corporation, if such shares are convertible or exchangeable.

ARTICLE V PLACE OF BUSINESS

The address of the principal place of Business of this Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, FL 32301. The Board of Directors may at any time and from time to time move the principal office of this Corporation.

ARTICLE VI DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-laws.

Notwithstanding the foregoing, whenever the holders of one or more classes or series of preferred stock shall have the right, voting separately as a class or series, to elect directors, the election, term of office, filling of vacancies, removal, and other features of such directorships shall be governed by the terms of the resolution or resolutions adopted by the Board of Directors pursuant to ARTICLE IV applicable thereto, and each director so elected

shall not be subject to the provisions of this ARTICLE VI unless otherwise provided therein.

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the corporation except to the extent such right has been or may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BY-LAWS

Anything in these Articles of Incorporation, the By-laws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the corporation except by a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida statutes now or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of Shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Scope of Authority. The Corporation shall indemnify each of the Corporation's directors and officers, in each and every situation where, under Section 607.0850 of the Florida Business Corporation Act, or any successor provision of such Act (the "Indemnity Section"), the Corporation is permitted or empowered to make such

indemnification. The Corporation may, in the sole discretion of the Board of Directors, indemnify any other person who may be indemnified pursuant to the Indemnity Section to the extent the Board of Directors deems advisable, as permitted by the Indemnity Section. The Corporation shall promptly make or cause to be made any determination required to be made pursuant to the Indemnity Section.

10.2. Limitations on Certain Personal Liability. No person shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) under the Indemnity Section of the Florida Business Corporation Act; or (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI CONTRACTS

Subject to the limitation of state law, no contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at sometime in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

(The remainder of this page is left intentionally blank.)

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed in its name and on its behalf by its President and attested to by its Secretary this 31st day of January, 2000, hereby declaring and certifying that this is the act and deed of the Corporation and that the statements contained herein are affirmed as true under penalties of perjury.

HIGH SPEED NET SOLUTIONS, INC.

[CORPORATE SEAL]

By:

 ce FH
Andrew Fox, Acting President

ATTEST:

By:

 Alan R. Kleinmaier
Alan Kleinmaier, Secretary

RALLIB01:537314.03