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October 28, 1997

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Secretary of State  
Corporate Division  
Tallahassee, Florida 32301

Re: MICROTEL INTERNATIONAL, INC.

Dear Sir:

I herewith enclose the Restated and Amended Articles of Incorporation for the above corporation together with a check in the amount of filing fees of \$35.00. Also enclosed is an extra copy of the Articles which I would appreciate being file stamped and returned to me with the receipt for filing.

Very truly yours,

*Bennett G. Feldman*  
BENNETT G. FELDMAN

FILED  
97 OCT 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated  
LFF*

10-31-97

FILED  
97 OCT 30 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED AND AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**MICROTEL INTERNATIONAL, INC.**

The following shall constitute the Restated and Amended Articles of Incorporation of MICROTEL INTERNATIONAL, INC.

**ARTICLE I**  
**NAME OF CORPORATION**

1.0 The name of the corporation shall be:  
  
MICROTEL INTERNATIONAL, INC.

and its business shall be carried on in Dade County, Florida, and the United States of America, as may be authorized by its Board of Directors.

**ARTICLE II**  
**PURPOSES AND POWERS**

2.0 The general nature of the business of the corporation shall be as follows:

2.1. To engage in the business of buying and selling, at retail and wholesale all types of computers, computer accessories and peripheral equipment, electronics, appliances and household goods; to manufacture, import and export all types of computers, computer accessories and peripherals, electronics, appliances, computers, computer parts and subassemblies and all other types of equipment; to manufacture, assemble, fabricate and construct computers and related equipment.

2.2. To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

2.3. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and

with all powers conferred upon corporations by the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

3.0 The total number of shares of stock which the corporation shall have authority to issue is 1,000,000. The corporation is authorized to issue two classes of shares to be designated, respectively, "Class A Common Stock" and "Class B Common Stock". The number of shares of Class A Common Stock authorized to be issued is 500,000 and the number of shares of Class B Common Stock authorized to be issued is 500,000. The Class A Common Stock and the Class B Common Stock shall each have a par value of \$1.00 per share.

3.1 The shares of the Company, when issued, shall be fully-paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at any other meeting held for that purpose.

3.2 Except as may otherwise be required by law, each holder of the Class A Common Stock shall have one vote in respect of each share of the Common Stock held by him on all matters voted upon by the shareholders.

3.3 The holders of the Class B common stock shall be entitled to all of the rights and privileges pertaining to common stock without any limitations, prohibitions, restrictions, or qualifications except that the holder or holders of the Class B common stock have no voting powers whatsoever and they shall not be entitled to notice of the meetings of the stockholders of the corporation.

3.4 No holder of Class B common stock of this corporation shall have any preemptive rights of subscription to any shares of any class of stock in this corporation, whether now or hereafter authorized, and the Class B stock may be sold or issued to such person or persons as the Board of Directors may determine.

3.5 No holder of Class B common stock shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any shares of the Class B common stock of this corporation without first offering the Class B common stock for sale or other disposition to the holder or holders of the Class A common stock under terms and conditions to be set forth in the bylaws.

3.6 If any holder of Class B common stock in the corporation ceases to be an employee of the corporation for any reason other than death, the holder shall sell to the corporation, and the corporation shall purchase the holder's Class B common

stock at book value. The determination of book value shall be made by the accountant then servicing the corporation and such determination shall be conclusive on both the seller and the purchaser. If no such accountant is available, the value shall be determined by an accountant selected by mutual agreement of the seller and purchaser.

3.7 The shares of Class B Common Stock may be issued from time to time in one or more series. The Board of Directors is expressly vested with authority to fix by resolution or resolutions, subject to limitations prescribed by law and the provisions of these Articles of Incorporation, and by filing a certificate pursuant to the applicable law of the State of Florida, the number of shares to be included in each such series, and the designations, powers, preferences, and the rights of the shares of each, and the qualifications, limitations, or restrictions thereof.

3.8 The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

3.8.1 The number of shares constituting that series and the distinctive designation of that series;

3.8.2 The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

3.8.3 Whether that series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights and whether the series shall have the right to vote cumulatively;

3.8.4 Whether that series shall have conversion rights, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

3.8.5 Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

3.8.6 Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

3.8.7 The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or

winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;

3.8.8 Any other relative or participating rights, preferences, and limitations of that series.

3.9 The number of authorized shares of Class B Common Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation that is entitled to vote without a class vote of the Class B Common Stock or any class or series thereof, except as may otherwise be provided in the resolution or resolutions affixing the voting rights of such class or series.

3.10 The corporation shall have the right to issue, from time to time as may be authorized by the Board of Directors, under such terms and conditions as the Board of Directors may determine, debentures of the corporation, which may be convertible into the common shares of the corporation.

**ARTICLE IV  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE V  
BOARD OF DIRECTORS**

5.0 The Board of Directors of this corporation shall consist of one (1) member and may be increased or decreased from time to time as set forth in the Bylaws.

**ARTICLE VI  
OFFICERS**

6.0 The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V or any other officers as may be determined by the Board of Directors.

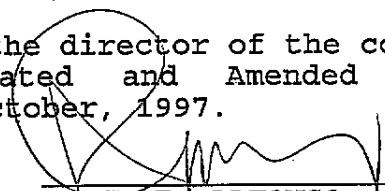
**ARTICLE VII  
INDEMNIFICATION AND CONFLICTS**

7.0 Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at

the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

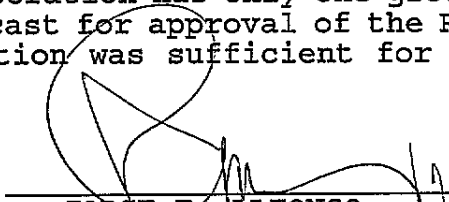
7.1 The provisions of Florida Statutes Section 607.0901 entitled "Affiliated Transactions" shall not govern the affairs of the corporation.

IN WITNESS WHEREOF, the director of the corporation has adopted the foregoing Restated and Amended Articles of Incorporation this 28 day of October, 1997.

  
\_\_\_\_\_  
JORGE E. ALFONSO

**CERTIFICATE**

The undersigned, being the Secretary of Microtel International, Inc. hereby certifies that these Restated and Amended Articles of Amendment was adopted this 28 day of October, 1997 by the Director of the corporation and submitted to the shareholder for vote. The corporation has only one group of voting stock and the number of votes cast for approval of the Restated and Amended Articles of Incorporation was sufficient for approval by the group.

  
\_\_\_\_\_  
JORGE E. ALFONSO

STATE OF FLORIDA    )  
                                  SS  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me on October 28, 1997 by Jorge E. Alfonso, who is personally known to me or has produced \_\_\_\_\_ as identification and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



BENNETT G. FELDMAN  
My Commission CC557323  
Expires May. 23, 2000