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L19910

December 28, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

DOLPHIN INNOVATIONS, INC.
Document Number: L19910

EFFECTIVE DATE
01-01-02

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May

Jill W. May, Paralegal

/jwm
Enclosures

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DIVISION OF CORPORATION

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MELBOURNE

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TAMPA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DOLPHIN INNOVATIONS, INC.**

The undersigned, acting in his capacity as the President of Dolphin Innovations, Inc. Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as unanimously approved and adopted by the Board of Directors of the Corporation by written action in lieu of a meeting pursuant to Florida Statutes Section 607.0821, dated December 20, 2001 and as approved by the holders of all of the Corporation's common stock in an action by written consent, pursuant to Florida Statutes Section 607.0704, dated December 20, 2001. The number of votes cast by the shareholders by written consent was sufficient for approval

These Amended and Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on September 29, 1989.

ARTICLE 1. - NAME

The name of this corporation is DOLPHIN INNOVATIONS, INC.

ARTICLE 2. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3. - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 4. - CAPITAL STOCK

EFFECTIVE DATE

01-01-02

The Corporation is authorized to issue two classes of shares of capital stock to be designated Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 140,000 shares. The total number of shares of Preferred Stock that the Corporation is authorized to issue is 40,000 shares. The total number of shares of Common Stock that the Corporation is authorized to issue is 100,000 shares. The Preferred Stock and the Common Stock each shall have par value of \$0.01 per share.

A. Common Stock.

1. **Relative Rights of Preferred Stock and Common Stock.** All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are pari passu with shares of any series of the Preferred Stock except with respect to dividends, as set forth below.

2. Voting Rights. Except as otherwise required by law or the Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by such shareholder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation. Except as otherwise required by the Florida Business Corporation Act (the "Florida Corporation Law") or as set forth in the Articles of Incorporation, any amendment or restatement thereof, the holders of Common Stock and Preferred Stock shall vote together (or render written consents in lieu of a vote) as a single class on all matters submitted to the shareholders for a vote and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation.

3. Dividends. Subject to the preferential rights of the Preferred Stock, if any, the holders of shares of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, the holders of Common Stock together with the holders of the Preferred Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock (on an as converted basis) held by them respectively, unless otherwise provided by law or the Articles of Incorporation, any amendment or restatement thereof.

B. Series A Preferred Stock.

1. Dividends; Antidilution.

a. Dividends. The holders of the outstanding Series A Preferred Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors

b. Antidilution. If, whenever shares of Series A Preferred Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series A Preferred Stock convertible into the same proportionate amount of Class A Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

2. Liquidation Preference - Dividends. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a Liquidation (a "Liquidation"), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to all declared but unpaid dividends, if any (as to the Series A Preferred Stock, the "Series A Preferred Amount"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment of such holders of the full Series A Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares of Series A Preferred Stock on a pro rata basis.

3. Voting Rights. The holders of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Class A Common Stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

4. Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Series A Conversion Rights"):

a. Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in section B.1.b above.

b. Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in section B.1.b above, immediately upon the closing of the sale of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

ARTICLE 5. – REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 8260 Vico Court, Unit A, Sarasota, Florida 34240 and the name of the registered agent of this corporation at that address is Brian E. O'Brien.

ARTICLE 6. – BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the director of this corporation:

Brian E. O'Brien
8260 Vico Court
Sarasota, Florida 34240

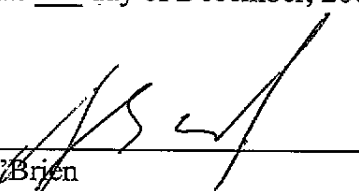
ARTICLE 7. – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 8. – EFFECTIVE DATE OF AMENDMENT AND RESTATEMENT

These Amended and Restated Articles of Incorporation shall be effective as of January 1, 2002.

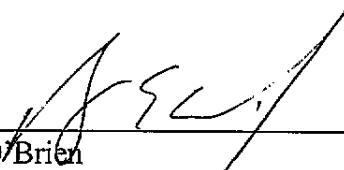
IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation have been signed by the President of the Corporation this 20th day of December, 2001.



Brian O'Brien
President

CERTIFICATE OF ACCEPTANCE REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Brian O'Brien
Registered Agent