

49910

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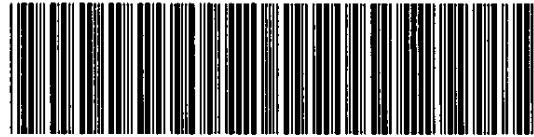
(Business Entity Name)

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*Amended &
Restated
Articles*

RECEIVED
07 JAN 12 AM 10:49
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 JAN 12 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AsR
1/12/07*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 710399 3487A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~65.00~~ 33

ORDER DATE : January 12, 2007
ORDER TIME : 9:46 AM
ORDER NO. : 710399-005
CUSTOMER NO: 3487A

DOMESTIC AMENDMENT FILING

NAME: DOLPHIN INNOVATIONS, INC.

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

DOLPHIN INNOVATIONS, INC.

FILED

2007 JAN 12 PM 3: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Amended and Restated Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated September 29, 1989 as amended and restated and filed on December 28, 2001, and filed as Document Number L19910.

2. The name of the Corporation is Dolphin Innovations, Inc.

3. These Articles of Amendment and Restatement of the Articles of Incorporation of , were adopted as of December 29, 2006 by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.

4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Dolphin Innovations, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 8260 Vico Court, Unit A, Sarasota, Florida 34240.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of Corporation shall consist of two hundred fifty thousand (250,000) shares of Class A Voting Common Stock, \$1.00 par value and seven hundred fifty thousand (750,000) shares of Class B Non-Voting Common Stock, \$1.00 par value.

Except for voting rights attributable solely to the Class A Voting Common Stock, with respect to all other rights including but not limited to, distribution rights and liquidation rights, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall share all other rights equally.

The recapitalization of the Corporation's Capital Stock will be accomplished by the Corporation exchanging each share of the Corporation's existing Common Stock and each share of the Corporation's existing Series A Preferred Stock for (a) one (1) share(s) of Class A Voting Common Stock, \$1.00 par value and (b) five (5) share(s) of Class B Non-Voting Common Stock, \$1.00 par value.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is 8260 Vico Court, Unit A, Sarasota, Florida 34240. The initial registered agent for the Corporation at that address is Brian E. O'Brien.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have one (1) 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 (1). The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Brian E. O'Brien	8260 Vico Court, Unit A Sarasota, FL 34240

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Articles of Amendment and Restatement of Articles of Incorporation as of December 29, 2006.

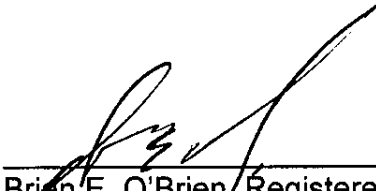
DOLPHIN INNOVATIONS, INC.

By: 

Brian E. O'Brien, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Dolphin Innovations, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



Brian E. O'Brien, Registered Agent
Date: December 29, 2006