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FISPA

Federation of Internet Solution Providers of the Americas, Inc. PO Box 1692, Jackson, TN 38302-1692 ph. (731) 423-2645

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE: Federation of Internet Solution Providers Of the America's, Inc. See Document N96000003324 FEI 59-3379948

Dear Specialist,

Please file the enclosed Restated Articles of Incorporation for the above Florida non-profit corporation. I have enclosed a check in the amount of \$35.00 for the filing fee. Thank you.

Sincerely

Paul F. Rice

Interim Executive Director

Enc.

FISPA

Federation of Internet Solution Providers of the Americas, Inc. PO Box 1692, Jackson, TN 38302-1692 ph. (731) 423-2645

August 9, 2005

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE: Federation of Internet Solution Providers Of the America's, Inc. See Document N96000003324
FEI 59-3379948

Dear Specialist,

Please file the enclosed Restated Articles of Incorporation for the above Florida non-profit corporation. I have enclosed a check in the amount of \$35.00 for the filing fee. This will be the second attempt to file. Thank you.

MM (F Paul F. Rice

Interim Executive Director

Enc.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

August 3, 2005

PAUL F. RICE FEDERATION OF INTERNET SOLUTION PROVIDER P. O. BOX 1692 JACKSON, TN 38302-1692

SUBJECT: FEDERATION OF INTERNET SOLUTION PROVIDERS OF THE AMERICAS, INC.

Ref. Number: N96000003324

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 245-6906.

Darlene Connell Document Specialist

Letter Number: 405A00050033

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RESTATED ARTICLES OF INCORPORATION FOR THE FEDERATION OF INTERNET SOLUTION PROVIDERS OF THE AMERICAS, INC.

The undersigned, representing the Board of Directors of the Federation of Internet Solution Providers of the Americas, Inc. (hereinafter, "FISPA", and pursuant to Chapter 617, Florida Statutes, adopts the following Restated Articles of Incorporation for such corporation:

ARTICLE 1 NAME

The Corporation shall be known as the Federation of Internet Solution Providers of the Americas, Inc.

ARTICLE II REGISTERED OFFICE AND REGISTERED AGENT

The street address and city of the registered offices of the Corporation is CT Corporation System, 1200 South Pine Road, Plantation, Florida 33324 and the name of the registered agent is CT Corporation System, 1200 South Pine Road, Plantation, Florida 33324.

ARTICLE III DURATION

The period of duration of the Corporation is perpetual, unless dissolved according to law in accordance with Section 617.014, Florida Statutes. This Corporation commenced June 11, 1996.

ARTICLE IV DIRECTORS

The directors of the corporation shall be elected as stated in the corporation's bylaws.

ARTICLE V PURPOSES

The Corporation's purposes are as follows:

- 1. To advance the education of those engaged in online activities, in related businesses, and to promote harmony, cooperation, competence, professionalism and prosperity within the internet industry.
- 2. To convey to its members and the public reliable information on matters concerning online services, the internet industry, or FISPA itself.
- 3. To promote and explore existing and new uses of the Internet and all forms of online communications which will enhance, preserve, and protect the internet industry environment.
- 4. To encourage, establish and enforce professional standards amongst its members to the end of protecting the health, safety, and welfare of the public.

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DIVISION OF CORPORATION

- 5. To solicit, receive, hold and dissurse funds and to acquire, hold and convey, rent and or mortgage, real and personal property, all to assist the corporation in furthering its objectives.
- 6. To operate exclusively as an exempt organization under Section 501c(6) of the Internal Revenue Code of 1954, as amended.
- 7. To do such other things as are incidental to the stated purposes of the Corporation and all activities permissible for a tax exempt corporation organized under the Florida Non-Profit Corporations Act.

ARTICLE VI QUALIFICATIONS FOR MEMBERSHIP

The qualifications for members and the manner of their admission shall be as stated in and regulated by the Corporation's Bylaws.

ARTICLE VII APPROVAL STATEMENT

These Restated Articles of Incorporation do not require member approval, and have been properly approved by the Corporation's Board of Directors.

These Restated Articles of Incorporation to be effective immediately upon filing with the Office of the Secretary of State.

As authorized by resolution of the Board of Directors, this the 21st day of April, 2005.

Greg HAYMAN, Secregary