

UCCS
403 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER
ACCT. #FCA-14

N990000007242

CONTACT: CINDY HICKS

DATE: 5-19-00

REF. #: 0409. 11902

CORP. NAME: Futurepoint, Inc.

900003259189--4
-05/19/00--01015--025
*****43.75 *****43.75

- | | | |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input checked="" type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 MAY 19 PM 3:29
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 1001 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Amend & Re-state
5-22-00
VHS

RECEIVED
00 MAY 19 PM 12:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 19, 2000

CCRS
ATTN: CINDY HICKS
TALLAHASSEE, FL

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: FUTUREPOINT, INC.
Ref. Number: N99000007242

We have received your document for FUTUREPOINT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 300A00028533

Note: Article 12 Item #3

RECEIVED
00 MAY 22 PM 1:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUTUREPOINT, INC.**

(A Florida Corporation Not for Profit)

FILED
00 MAY 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.0821, 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617 of Florida Statutes, the undersigned corporation not for profit hereby amends and restates its Articles of Incorporation.

1. The name of the corporation is FUTUREPOINT, INC.
2. The corporation's Articles of Incorporation hereby are amended and restated by deleting in their entirety the existing Articles of Incorporation and adopting in their place the following Amended and Restated Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is FUTUREPOINT, INC. (hereinafter called the "Corporation").

ARTICLE 2

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 1217 SE 2 Street, 2nd Floor, Fort Lauderdale, Florida 33301.

ARTICLE 3

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4

Purpose

The Corporation is organized exclusively for charitable, scientific and educational purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding section of any future Federal tax code. Subject to the limitations and restrictions set forth in the preceding sentence of this Article 4, the purpose of the Corporation shall be to improve the educational, awareness and leadership skills of young adults.

ARTICLE 5

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the advancement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have any additional powers that may be specified in the Bylaws (as defined in Article 11 hereof).

ARTICLE 6

Management

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

ARTICLE 7

Members

The Corporation may have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in the Bylaws. Except as otherwise provided in the Bylaws, mem-

bers of the Corporation shall have no power to vote for the election of directors or with respect to other matters concerning the Corporation.

ARTICLE 8

Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3) and in section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition or subject to an executory or special limitation, and, upon dissolution of the Corporation, such property shall be transferred in accordance with the trust, condition or limitation imposed with respect thereto.

ARTICLE 9

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code if the Corporation makes the election described therein), and the Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding section of any future Federal tax code, or (ii) by a corporation to which contributions are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code or corresponding sections of any future Federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then, in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

ARTICLE 10

Indemnification of Directors

The Corporation shall indemnify and advance expenses to and may purchase and maintain insurance on behalf of its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

ARTICLE 11

Bylaws

The bylaws of the Corporation (the "Bylaws") shall be adopted initially by the affirmative vote of a majority of the Corporation's Board of Directors. Thereafter, the Bylaws may be amended as provided in the Bylaws. The Bylaws may

contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE 12

Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors (taking into account for such purposes any vacant seats on the Board of Directors).

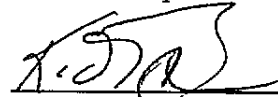
3. The corporation has no members.

4. The Board of Directors of the corporation adopted these Amended and Restated Articles of Incorporation on May 18, 2000.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the corporation has executed these Amended and Restated Articles of Incorporation for, in the name and on behalf of the corporation on this 18 day of May, 2000.

FUTUREPOINT, INC., a Florida
corporation not for profit

By:



Keith O'Brien, President