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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

of

**MERCURYGATE INTERNATIONAL, INC.**

The undersigned, being an authorized officer of MercuryGate International, Inc., a Florida corporation (the "Corporation"), for the purposes of amending and restating the Articles of Incorporation of the Corporation pursuant to the Florida Business Corporation Act ("FBCA"), does hereby execute these Amended and Restated Articles of Incorporation on behalf of the Corporation and does hereby certify as follows:

**FIRST:** The name of the Corporation is MercuryGate International, Inc. The Corporation's Articles of Incorporation were filed with the Florida Department of State on March 7, 2000. Said Articles of Incorporation were amended and restated by Amended and Restated Articles of Incorporation filed with the Florida Department of State on May 18, 2000. (Said Articles of Incorporation and said Amended and Restated Articles of Incorporation are jointly referred to herein as the "Current Articles").

**SECOND:** Pursuant to Sections 607.1003 and 607.1004 of the FBCA, the Current Articles are hereby amended and restated in their entirety as set forth on Exhibit "A" attached hereto (the "New Articles").

**THIRD:** The New Articles were duly adopted on June 11, 2014 by the Board of Directors and on June 30, 2014 by the shareholders of the Corporation in accordance with Sections 607.0821 and 607.0704, respectively, of the FBCA.

The undersigned hereby further declares and certifies under penalties of perjury that the facts set forth above are true and correct, and that the filing hereof is the act and deed of the undersigned.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of June, 2014.

MERCURYGATE INTERNATIONAL, INC.

By: 

Monica B. Wooden, Chief Executive Officer

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Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
MERCURYGATE INTERNATIONAL, INC.**

1. The name of the corporation (hereinafter called the "Corporation") is MercuryGate International, Inc. The principal place of business is 200 Regency Forest Drive #400, Cary, North Carolina 27518.
  2. The address of the registered office of the Corporation in the State of Florida is 9919 Tree Tops Lake Drive, Tampa, Hillsborough County, Florida 33626, and the name of the registered agent at that address is Monica B. Wooden.
  3. The Corporation is authorized to issue fifty million (55,000,000) shares of Common Stock, par value \$0.001 per share.
  4. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
  5. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide.
  6. The books of the Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act ("FBCA") outside the state of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.
  7. The Board of Directors, in its discretion, shall have the right to grant pre-emptive rights to some or all of the shareholders of the Corporation.
  8. Some or all of the shares of Common Stock of the Corporation may be subject to one or more Shareholders' Agreements containing restrictions on the rights of the shareholders of the Corporation and transferability of said shares.
  9. A director or officer of the Corporation shall, to the full extent permitted by the FBCA as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, or for fines, liabilities, settlements, cost and expenses, including attorneys' fees, asserted against him/her in his/her capacity as a director or officer. Neither any amendment nor repeal of this Article 9 nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article 9 shall eliminate or reduce the effect of this Article 9 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article 9, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.
  10. Any person who at any time serves or has served as a director or officer of the Corporation (including persons who served in any such capacities prior to the adoption of this
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indemnification provision by the Corporation), or in the capacity of a partner, trustee, employee or agent at the request of the Corporation for any other foreign or domestic entity or as trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable costs and expenses, including attorneys' fees and expenses, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made to him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.

To the extent permitted by law, expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified hereunder by the Corporation. If a person claiming a right to indemnification under this Article 10 obtains a non-appealable judgment against the Corporation requiring it to pay substantially all of the amount claimed, the claimant shall be entitled to recover from the Corporation the reasonable expense (including reasonable legal fees) of prosecuting the action against the Corporation to collect the claim.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Article 10 including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her and giving notice to, and obtaining approval by, the shareholders of the Corporation.

Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article 10.

The indemnification extended to a person who has qualified for indemnification under this Article 10 shall not be terminated when the person has ceased to be a director or officer for all causes of action against the indemnified party based on acts and events occurring prior to the termination of the relationship with the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

11. The Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the FBCA, as each may be amended from time to time relating to affiliated transactions and control share acquisitions, respectively.