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MERGENET SOLUTIONS, INC.

Certificate of Status	0
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**MERGENET SOLUTIONS, INC.**  
**AMENDED & RESTATED ARTICLES OF INCORPORATION**

Pursuant to the provisions of Florida Statute 607.1007, the following Amended & Restated Articles of Organization are adopted hereby:

**Article I**

**Name**

**FIRST.** The name of the corporation is Mergenet Solutions, Inc. The address of the principal office of the corporation is:

6601 Lyons Road, Suite B1-B4,  
Coconut Creek, Florida 33073

and the mailing address shall be the same.

**Article II**

**Nature of Business**

**SECOND.** The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country territory or nation.

**Article III**

**Capital Stock**

**THIRD.** The total number of shares, which the corporation shall have the authority to issue, is:

*Preferred Stock.* Ten Million (10,000,000) shares of Preferred Stock for which the board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of such shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

*Common Stock.* One Hundred Million (100,000,000) shares of Common Stock without par value. In all matters in which they have the right to vote, the holders of Common Shares have one vote per share.

Article IV  
Registered Agent

FOURTH. The street address of the initial registered office of the corporation shall be 2888 Base Oakland Park Blvd., Ft. Lauderdale, Fla. 33306, and the name of the initial registered agent of the corporation at that address shall be Allan M. Lerner

Article V  
Term of Existence

FIFTH. The corporation is to exist perpetually.

Article VI  
Officers

The name and address of the initial officers of the corporation who shall hold office until their successors are appointed are as

<u>Name</u>	<u>Title</u>	<u>Address</u>
Bruce Sher	President	6601 Lyons Road, Suite B1-B4, Coconut Creek, Florida 33073
Shara Hernandez	Chief Executive Officer	6601 Lyons Road, Suite B1-B4, Coconut Creek, Florida 33073

Article VII  
Incorporator

SEVENTH. The name and address of the Incorporator to these Articles of Incorporation is:

Bruce Sher (as assignee from Corporation Service Company)  
6601 Lyons Road, Suite B1-B4,  
Coconut Creek, Florida 33073

Article VIII  
Indemnification

EIGHTH. The Corporation shall indemnify, to the fullest extent from time to time permitted by law, any director or officer, or former director or officer, of the Corporation made, or threatened to be made, a party to, or a witness or other participant in, any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, legislative, investigative, or of any other kind, by reason of the

fact that such person is or was a director, officer, employee, or other corporate agent of the Corporation or any subsidiary of the Corporation or serves or served any other enterprise at the request of the Corporation (including specifically, but not limited to, service as a fiduciary with respect to any employee benefit plan of the Corporation or any subsidiary of the Corporation) against expenses (including attorneys' fees), judgment, fines, penalties, excise taxes, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, or any appeal therein. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation, or of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any expenses incurred in any proceeding and against any liabilities asserted against him or her by reason of such person's being or having been such a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against such expenses and liabilities under the provisions of this Article or otherwise.

Certificate in Accordance with Fla. Stat. 607.1007

1. The Restatement contains an amendment which requires shareholder approval.
2. The name of the corporation is Mergenet Solutions, Inc.
3. The text of the amendments are as follows:

*Preferred Stock.* Ten Million (10,000,000) shares of Preferred Stock for which the board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of such shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

*Indemnification.* The Corporation shall indemnify, to the fullest extent from time to time permitted by law, any director or officer, or former director or officer, of the Corporation made, or threatened to be made, a party to, or a witness or other participant in, any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, legislative, investigative, or of any other kind, by reason of the fact that such person is or was a director, officer, employee, or other corporate agent of the Corporation or any subsidiary of the Corporation or serves or served any other enterprise at the request of the Corporation (including specifically, but not limited to, service as a fiduciary with respect to any employee benefit plan of the Corporation or any subsidiary of the Corporation) against expenses (including attorneys' fees), judgment, fines, penalties, excise taxes, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, or any appeal therein. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation, or of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any expenses incurred in any proceeding and against any liabilities asserted against him or her by reason of such person's being or having been such a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify such person against such expenses and liabilities under the provisions of this Article or otherwise.

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4. The amendment was adopted on the 26 day of 01 2007.
5. The shareholders adopted the amendment by written consent on which vote was sufficient for approval.

In Witness Whereof, the undersigned has executed these Amended and Restated Articles of Incorporation this 26 day of 01, 2007.

Mergen Solutions, Inc.

By: Bruce Sher  
Bruce Sher, President

STATE OF FLORIDA) SS:  
COUNTY OF BROWARD)

Before me a notary public authorized to take acknowledgements in the State and County forth above personally appeared Bruce Sher, personally known to me, who executed the forgoing Amended and Restated Articles of Incorporation for Mergen Solutions, Inc. and that he acknowledged before me that he executed the Amended and Restated Articles of Incorporation, and who did not take an oath.

In Witness Whereof I have hereunto set my hand and seal in the State and County this 26 day of 01 2007.

Victoria E. Rine  
Notary Public

