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TALLAHASSEE, FL 32301  
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TALLAHASSEE, FLORIDA

FILING COVER SHEET  
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CONTACT: CINDY HICKS

DATE: 11-02-00

REF. #: 0150 Amended &

CORP. NAME: GSOCIETY, INC. Restated Articles

- |  |   |  |
|--|---|--|
| <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 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: _____                |   |  |

STATE FEES PREPAID WITH CHECK# 9325 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

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| <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

RR  
11/3/00

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

**Original Articles of Incorporation filed  
with the Florida Department of State on  
March 16, 2000**

00 NOV -2 PM 4:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On October 31, 2000, the Board of Directors of GSociety, Inc. (the "Corporation"), duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Section 607.0602, 607.1002 and 607.1003 of the Florida Statutes.

1. The name of the corporation is **GSOCIETY, INC.** (the "Corporation"), Charter #H00000011819, filed on March 16, 2000.

2. The following Amended and Restated Articles of Incorporation were adopted by the all of the Directors of the Corporation on October 31, 2000 in the manner prescribed by Section 607.1002 of the Act:

**RESOLVED**, that the Corporation's Articles of Incorporation shall be amended and restated in its entirety to read as follows:

**"ARTICLE I**

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

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2800 Biscayne Boulevard, Eighth Floor, Miami, Florida 33137.

**ARTICLE III**

**Capital Stock**

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred ten million (110,000,000), consisting of (i) one hundred million (100,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"), and (ii) ten million (10,000,000) shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating to the Common Stock.

1. Voting Rights.

(a) Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article III, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

(b) The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article III, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article III, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

B. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted authorized, unissued and undesignated shares of the Preferred Stock.

C. Provisions Relating to the Series A Preferred Stock.

1. Designation and Rank. The series of preferred stock is designated "Series A Convertible Preferred Stock", and the number of shares which shall constitute such Series shall be 800,000 shares, par value \$.001 per share. All shares of Series A Convertible Preferred Stock shall rank equally with respect to dividend payments and liquidation preferences with the highest ranking preferred stock of the Corporation hereinafter designated by the Board of Directors.

2. Dividends.

(a) The Holders of the Series A Preferred Stock shall be entitled to receive cumulative dividends of 8% per annum of the Liquidation Preference, payable in cash, accruing from the initial date of issuance, subject to and in accordance with Florida law. No rights to any dividends shall otherwise accrue to the Holders of the Series A Preferred Stock unless declared by the Board of Directors unless otherwise provided by this Certificate of Designation.

(b) No dividends or distributions shall be paid to holders of Capital Stock of the Corporation unless a like dividend or distribution is paid to holders of the Series A Preferred Stock.

(c) No dividends or other distributions shall be declared or paid or set apart for payment on any Common Stock or Junior Securities of the Corporation if at such time any dividends payable with respect to the Series A Preferred Stock have been declared but not yet paid.

3. Liquidation.

(a) Upon any Liquidation, the Holders of record of the Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation and in preference to the holders of any Junior Securities, for each share of Series A Preferred Stock, an amount per share equal to two times the Purchase Price paid by the Holders, plus any declared but unpaid dividends.

(b) The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each Holder.

4. Voting Rights.

(a) General Voting Rights. Each Holder shall have the right to one vote for each share of Common Stock into which the shares of Series A Preferred Stock owned by such Holder could then be converted, and with respect to such vote, such Holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the charter documents of the Corporation, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the

right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each Holder could be converted) shall be rounded to the nearest whole number.

(b) Protective Provisions. The consent of the holders of at least a majority of the outstanding shares of the Series A Preferred Stock shall be required to amend, waive or repeal any provision of or add any provision to the Company's Articles of Incorporation or Bylaws to change the terms of the Series A Preferred Stock.

5. Conversion.

(a) Optional Conversion. Each share of Series A Preferred Stock shall be convertible, at the option of the Holder thereof, into that number of fully paid and non-assessable shares of Common Stock as is determined by dividing (i) the Purchase Price by (ii) the per share Conversion Price in effect at the time of conversion, determined as hereinafter provided. The initial per share Conversion Price shall be \$2.50, subject to adjustment from time to time as provided herein (the "Conversion Price").

(b) Automatic Conversion. Upon the completion of a QPO, all shares of Series A Preferred Stock then outstanding shall, by virtue of and simultaneously with such QPO and without any action on the part of the Holders or the Corporation, be automatically converted into that number of fully paid and non-assessable shares of Common Stock into which such shares of Series A Preferred Stock would have been convertible in the event of an optional conversion at such time pursuant to Section 5(a) hereof.

(c) Mechanics of Conversion. A Holder shall effect conversions by surrendering to the Corporation, or to the Company's transfer agent, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, together with a copy of the fully executed notice of conversion in the form attached hereto as Exhibit A (the "Conversion Notice"). Each Conversion Notice shall specify the Holder, the name or names in which the certificate or certificates for shares of Common Stock are to be issued, the number of shares of Series A Preferred Stock to be converted and the date on which such conversion is to be effected, which date may not be prior to the date the Holder delivers such Conversion Notice by facsimile (the "Conversion Date"). If no Conversion Date is specified in a Conversion Notice, the Conversion Date shall be the date that the Conversion Notice is deemed delivered pursuant to Section 10. The Corporation shall, within ten (10) Business Days after the receipt of the Conversion Notice, cause to be delivered to the Holder, or to such Holder's nominee or nominees, (i) a certificate or certificates which shall be free of restrictive legends and trading restrictions (other than those required pursuant to the Subscription Agreement or otherwise required or advisable by law) representing the number of shares of Common Stock being acquired upon the conversion of shares of Series A Preferred Stock and (ii) if the Holder is converting less than all the shares of Series A Preferred Stock represented by the certificate or certificates tendered by the Holder with the Conversion Notice, one or more certificates representing the number of shares of Series A Preferred Stock not converted. The Person or Persons entitled to receive the shares of Common Stock issuable upon such conversion

shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the Conversion Date.

6. Reservation of Shares. The Corporation will at all times reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of issuance upon conversion of the Series A Preferred Stock and free from preemptive rights or any other actual contingent purchase rights of Persons other than the Holders of Series A Preferred Stock, not less than 100% of such number of shares of Common Stock as shall be issuable (taking into account the adjustments of Section 7 hereof) upon the conversion of all outstanding shares of Series A Preferred Stock (without regard to any limitations on conversion). The Corporation shall, from time to time in accordance with Florida law, take all steps necessary to increase the authorized amount of its Common Stock if at any time the authorized number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all outstanding shares of the Series A Preferred Stock. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly authorized, validly issued, fully paid and nonassessable.

7. Adjustment of Conversion Price.

(a) Subdivisions, Combinations, or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided, combined or consolidated, by stock split, stock dividend, combination or like event, into a greater or lesser number of shares of Common Stock after the Original Issue Date, the Conversion Price in effect immediately prior to such subdivision, combination, consolidation or stock dividend shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be proportionately adjusted.

(b) Distributions Other Than Cash Dividends Out of Retained Earnings. In case the Corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than shares of Common Stock and other than as otherwise would result in an adjustment pursuant to this Section 7), stock or other securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights to subscribe for Common Stock or other securities of the Corporation convertible into or exchangeable for Common Stock), then, in each such case, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation and other property which they would have received had their Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 7 with respect to the rights of the holders of the Series A Preferred Stock.

(c) Adjustment for Common Stock Dividends and Distributions. If, after the Original Issue Date, the Corporation at any time or from time to time makes, or fixes a record date for determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this Section 7c to reflect the actual payment of such dividend or distribution.

(d) Reclassifications and Reorganizations. In the case, at any time after the date hereof, of any capital reorganization or any reclassification of the stock of the Corporation (other than solely as a result of a stock dividend or subdivision, split-up or combination of shares), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted and the terms of the Series A Preferred Stock shall be deemed amended such that the shares of the Convertible Preferred Stock shall, after such reorganization or reclassification, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or otherwise to which such Holder would have been entitled if immediately prior to such reorganization or reclassification, the Holder had converted the Holder's shares of the Series A Preferred Stock into Common Stock. The provisions of this Section 7d shall similarly apply to successive reorganizations or reclassifications.

(e) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this Section 7, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each Holder of the Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based including the consideration received for any Additional Shares of Common Stock issued. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series A Preferred Stock.

(f) Notice of Certain Events. If:



(i) the Corporation shall declare a dividend (or any other distribution) on its Common Stock;

(ii) the approval of any shareholders of the Corporation shall be required in connection with any reclassification of the Common Stock or any Change of Control Transaction; or

(iii) the Corporation shall authorize the Liquidation of the affairs of the Corporation;

then the Corporation shall cause to be delivered to the Holders at least 15 (fifteen) calendar days prior to the applicable record or effective date hereinafter specified, a notice (provided such notice shall not include any material non-public information) stating (a) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, or granting of options, rights or warrants, or if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distributions, redemption, rights, options or warrants are to be determined or (b) the date on which such reclassification, Liquidation or Change of Control Transaction is expected to become effective or close, and the date as of which it is expected that holders of record of Common Stock shall be entitled to exchange their shares of Common Stock for securities, cash or other property deliverable in connection with such reclassification or Change of Control Transaction. Nothing herein shall prohibit the Holders from converting shares of Series A Preferred Stock held by such Holder during the 15-day period commencing on the date of such notice to the effective date of the event triggering such notice.

(g) Rounding. All calculations under this Section 7 shall be made to the nearest cent or the nearest 1/100<sup>th</sup> of a share, as the case may be.

8. Definitions. For the purposes hereof, the following terms shall have the following meanings:

“Board” and “Board of Directors” means the Board of Directors of the Corporation.

“Capital Stock” means as to any person, its common stock and any other capital stock of such person authorized from time to time, and any other shares, options, interests, participations, or other equivalents (however designated) of or in such person, whether voting or nonvoting, including, without limitation, common stock, options, warrants, preferred stock, phantom stock, stock appreciation rights, preferred stock, convertible notes or debentures, stock purchase rights, and all agreements, instruments, documents, and securities convertible, exercisable, or exchangeable, in whole or in part, into any one or more of the foregoing.

“Change of Control Transaction” means the occurrence of any of (i) any acquisition or series of related acquisitions by any Person or “group” (as described in Section 13(d)(3) of the Exchange Act) of in excess of 50% of the voting power of the Corporation, (ii) the merger or consolidation of the Corporation with or into another Person,

unless the holders of the Company's securities immediately prior to such transaction or series of related transactions continue to hold at least 50% of such securities following such transaction or series of related transactions or (iii) a sale, conveyance, lease, transfer or disposition of all or substantially all of the assets of the Corporation in one or a series of related transactions.

"Common Stock" means the Company's common stock, \$.001 par value per share, and stock of any other class into which such shares may hereafter have been reclassified or changed.

"Conversion Price" has the meaning set forth in Section 5(a).

"Convertible Securities" means any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Holder" or "Holders" means the holder or holders of the Series A Preferred Stock.

"Junior Securities" means all classes of Common Stock and each other class of capital stock or preferred stock of the Corporation that is not, expressly by its terms, made senior to or *pari passu* with the Series A Preferred Stock.

"Liquidation" means (i) any liquidation, dissolution, sale, merger or winding up of the Corporation, (ii) a consolidation or merger of the Corporation where the shareholders of the Corporation immediately prior to the consolidation or merger do not continue to hold at least a 50% interest in the successor entity, (iii) a transaction or series of related transactions in which shareholders transfer more than 50% of the voting power of the Corporation or (iv) a sale of substantially all of the Company's assets.

"Liquidation Preference" for each share of Series A Preferred Stock shall equal twice the Conversion Price plus any accrued but unpaid dividends.

"Original Issue Date" shall mean the date of the first issuance of any shares of the Series A Preferred Stock, regardless of the number of transfers of any particular shares of Series A Preferred Stock and regardless of the number of certificates which may be issued to evidence such Series A Preferred Stock, which date shall coincide with the Initial Closing Date, as defined in the Subscription Agreement.

"Person" means a means an individual or a corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or political subdivision thereof) or other entity of any kind.

"Public Offering" means an underwritten public offering of the shares of Common Stock pursuant to an effective registration statement on Form S-1 or other appropriate form (or such successor form as then in effect).

"Purchase Price" means \$2.50 per share.

"QPO" means a Public Offering by the Corporation which raises gross proceeds to the Corporation of at least \$10,000,000.

"Stated Value" has the meaning set forth in Section 1 hereof.

"Subscription Agreements" means the Subscription Agreements, among the Corporation and the original Holders of the Series A Preferred Stock.

"Underlying Shares" means the shares of Common Stock into which the Series A Preferred Stock are convertible in accordance with the terms hereof.

9. Notices. Except as otherwise provided in the event of conversion of shares of Series A Preferred Stock, all notices or other communications required hereunder shall be in writing and shall be deemed to have been received (a) upon hand delivery (receipt acknowledged) or delivery by facsimile (with transmission confirmation report received and with additional mailing by express courier service made on the same day) at the address or number designated below (if received by 5:00 p.m. EST where such notice is to be received), or the first business day following such delivery (if received after 5:00 p.m. EST where such notice is to be received) or (b) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur; and shall be regarded as properly addressed if sent to (i) the Corporation, to GSociety, Inc., 2800 Biscayne Boulevard, 8<sup>th</sup> Floor, Miami, Florida 33137, facsimile no.: (305) 572-9990, Attention: Chief Financial Officer and (ii) the Holders, at their respective addresses set forth in the books and records of the Corporation, or such other address as any of the above may have furnished to the other parties in writing by registered mail, return receipt requested.

10. Lost or Stolen Certificates. Upon receipt by the Corporation of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of any stock certificates representing the shares of Series A Preferred Stock, and, in the case of loss, theft or destruction, of indemnification (and, if required by the Corporation, the posting of a bond) undertaken by the Holder to the Corporation in customary form and, in the case of mutilation, upon surrender and cancellation of such certificates representing the shares of Series A Preferred Stock, the Corporation shall execute and deliver new preferred stock certificate(s) of like tenor and date; provided, however, the Corporation shall not be obligated to re-issue preferred stock certificates if the Holder contemporaneously requests the Corporation to convert such Series A Preferred Stock into Common Stock.

11. Specific Shall Not Limit General; Construction. No specific provision contained in this Certificate of Designation shall limit or modify any more general provision contained herein. This Certificate of Designation shall be deemed to be jointly drafted

by the Corporation and all Subscribers (as defined in the Subscription Agreement) and shall not be construed against any Person as the drafter hereof.

12. Failure or Indulgence Not Waiver. No failure or delay on the part of a Holder of Series A Preferred Stock in the exercise of any power, right or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such power, right or privilege preclude other or further exercise thereof or of any other right, power or privilege.

13. Fractional Shares. Upon a conversion hereunder, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but may if otherwise permitted, make a cash payment in respect of any final fraction of a share based on the Per Share Market Value at such time. If the Corporation elects not, or is unable, to make such a cash payment, the Holder of a share of Series A Preferred Stock shall be entitled to receive, in lieu of the final fraction of a share, one whole share of Common Stock.

14. Payment of Tax Upon Issue of Transfer. The issuance of certificates for shares of the Common Stock upon conversion of the Series A Preferred Stock shall be made without charge to the Holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holders so converted, and the Corporation shall not be required to issue or deliver such certificates unless or until the Person or Persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid or is not payable.

15. Shares Owned by Corporation Deemed Not Outstanding. In determining whether the Holders of the outstanding shares of Series A Preferred Stock have concurred in any direction, consent or waiver under this Certificate of Designation, shares of Series A Preferred Stock which are owned by the Corporation or any other obligor thereof shall be disregarded and deemed not to be outstanding for the purpose of any such determination; provided, that any Series A Preferred Stock owned by the Holders shall be deemed outstanding for purposes of making such a determination. Shares of the Series A Preferred Stock so owned which have been pledged in good faith may be regarded as outstanding if (i) the pledgee establishes to the satisfaction of the Holders and the Corporation the pledgee's right so to act with respect to such shares and (ii) the pledgee is not the Corporation or any other obligor of the Corporation.

16. Reacquired Shares. Any shares of Series A Preferred Stock redeemed, purchased, converted or otherwise acquired by the Corporation in any manner whatsoever shall not be reissued as part of the Company's Series A Preferred Stock and shall be retired promptly after the acquisition thereof. All such shares shall become, upon their retirement (and the filing of any certificate required in connection therewith pursuant to the Florida Business Corporation Act), authorized but unissued shares of preferred stock of the Corporation.

17. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of the transfers of shares of Series A Preferred Stock. Upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation shall, at the request of the record Holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares as is requested by the Holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

18. No Impairment. The Corporation shall not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issuance or sale of securities or any other voluntary action, intentionally take any action to avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all of the provisions hereof and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the Series A Preferred Stock against impairment.

19. Effect of Headings. The section headings herein are for convenience only and shall not affect the construction hereof.

#### ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The name and address of the Corporation's registered office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the Board of Directors is one (1), and name of the member of the Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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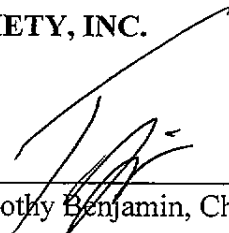
J. Rod Martin

**ARTICLE VII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on November 1, 2000.

**GSOCIETY, INC.**

By:   
Timothy Benjamin, Chief Financial Officer

**CERTIFICATE  
OF  
THE CHIEF FINANCIAL OFFICER  
OF  
GSOCIETY, INC.**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation GSociety, Inc. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that does not require shareholder approval.

(b) The Corporation has two classes of capital stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the Corporation by written consent on the 31 day of October 2000, pursuant to §607.0821 of the Florida Business Corporation Act.

GSociety, Inc.



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Timothy Benjamin  
Chief Financial Officer