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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FLORIDA FIBER NETWORKS, INC.

Certificate of Status	1
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H00000040928 4

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H00000040928 4

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA FIBER NETWORKS, INC.

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The Articles of Incorporation of Florida Fiber Networks, Inc., have been amended and restated to read as follows:

ARTICLE I. CORPORATE NAME

The name of the corporation is Florida Fiber Networks, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 912 E. New Haven Ave., Melbourne, FL 32901.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation began on March 31, 2000.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The total number of shares of all classes of capital stock of the corporation which the corporation shall have the authority to issue is 202,000,000, of which 192,000,000 shares having a par value of \$0.0001 per share shall be designated as Common Stock and 10,000,000 shares having a par value of \$0.0001 per share shall be designated as Preferred Stock. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Shares of Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the board of directors is authorized to fix with respect to each series: (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series

H00000040928 4

H00000040928 4

shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI. REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are Granville Wickline, 3130 Turtlemound Road, Melbourne, FL 32934.

ARTICLE VII. BOARD OF DIRECTORS

The corporation has three directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X. INDEMNIFICATION

(a) The corporation shall indemnify any director or officer of the corporation who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation or serving as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise at the request of the corporation:

(1) against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the corporation) if he acted in good faith, and, with respect to any criminal

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action or proceeding, he had no reasonable cause to believe his conduct was unlawful; and

(2) against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the corporation, if he acted in good faith.

(b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation.

(d) Any indemnification under section (a) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in section (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by a majority of members of the corporation representing a majority of the total votes of the membership.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation from time to time as incurred, rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the corporation of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the corporation.

(f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the corporation's directors, officers, employees or agents may be entitled under the corporation's Bylaws, agreement, vote of members or disinterested directors or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

H00000040928 4

(g) Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a director, officer or employee of the corporation for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

(h) The corporation shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer or employee of the corporation in any of his capacities as described in paragraph (a), whether or not the corporation would have the power to indemnify him or her under this Article.

(i) Any person requesting indemnification shall first look to any insurance maintained by the corporation for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The corporation shall be obligated to indemnify such person (if entitled to indemnification by the corporation) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such corporation, the corporation shall have no obligation to reimburse the insurance company.

ARTICLE XI. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is counted for such purpose. No director or officer of that corporation shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

(b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

H00000040928 4

CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FLORIDA FIBER NETWORKS, INC.

The undersigned, William M. Blackmer, President of Florida Fiber Networks, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In connection with the foregoing Amendment and Restatement of the Articles of Incorporation, each share of common stock of the Corporation that is issued and outstanding at the time of filing of these Articles of Amendment shall be automatically divided into six (6) shares of common stock.
2. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on August 1, 2000, that the shareholders of the Corporation approve, and a majority of the shareholders having approved by written consent dated August 1, 2000, the number of votes cast for the amendment by the shareholders being sufficient for such approval, in accordance with Section 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

FLORIDA FIBER NETWORKS, INC.

By 
William M. Blackmer, President