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DIVISION OF CORPORATIONS

BASIC AMENDMENT**PIXEL WIZARD INTERNATIONAL INC.**

Certificate of Status	1
Certified Copy	1
Page Count	01
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Amended & Restated

FAX AUDIT NO.: H04000020520 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PIXEL WIZARD INTERNATIONAL INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby certifies that:

FIRST: He is the duly elected and acting President of said corporation.

SECOND: That said corporation was originally incorporated pursuant to the Florida Business Corporation Act on May 15, 2000.

THIRD: The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

ARTICLE I - Name

The name of the corporation is **Pixel Wizard International Inc.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue the following shares of capital stock: (a) 100,000,000 shares of common stock, no par value; and (b) 100,000,000 shares of preferred stock, no par value (the "Preferred Stock"). The voting rights, the rights of the redemption and other relative rights and preferences of the Preferred Stock shall be established by the Board of Directors. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Mark R. Jones
810 Red Ash Court
Seffner, Florida 33584

FAX AUDIT NO.: H04000020520 3

FAX AUDIT NO.: H04000020520 3

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

810 Red Ash Court
Seffner, Florida 33584

ARTICLE VI - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VII - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE X - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

FAX AUDIT NO.: H04000020520 3

FAX AUDIT NO.: H04000020520 3

ARTICLE XI - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XII - Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute or in these Amended and Restated Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with the Florida Business Corporation Act on January 2, 2004.

FIFTH: That said amendment and restatement was duly adopted in accordance with the Florida Business Corporation Act on January 2, 2004.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the Chief Executive Officer of this Corporation on this 28th day of January, 2004.


Mark R. Jones, CEO & Chairman

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FAX AUDIT NO.: H04000020520 3