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Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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BASIC AMENDMENT

MARISAFE, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marisafe, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify as follows:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles") which amend and accurately restate and integrate the original Articles of Incorporation filed on July 13, 2000.

II. Each amendment made by these Restated Articles has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment to the Articles of Incorporation set forth herein were duly approved and adopted by unanimous joint written consent of the Corporation's shareholders and Board of Directors dated January 30, 2001. The shareholder's unanimous written consent to the amendments was sufficient for approval of the amendments.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

1. Name. The name of the corporation is:

Marisafe, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation in the State of Florida is:

2631 Puritan Terrace
Sarasota, Florida 34239

3. Authorized Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000,000 shares, consisting of (i) 9,000,000 shares of common stock with a par value of one tenth of one cent (\$.001) per share ("Common Stock") and (ii) 1,000,000 shares of preferred stock with a par value of one tenth of one cent (\$.001) per share ("Preferred Stock"). The Board of Directors is expressly authorized, at any time and from time to time, to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock or any series of any class of Preferred Stock subject to the terms contained in any prior designation of a series of Preferred Stock of the Corporation:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution

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of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

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(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

4. **Bylaws.** The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

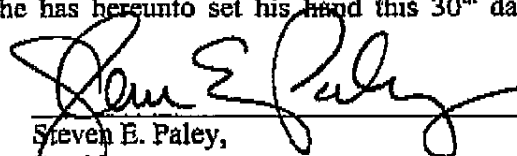
5. **Registered Agent and Office.** The name of the registered agent and the address of the registered office of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota Florida 34236

6. **Indemnification.** The Corporation shall, to the full extent permitted by Section 607.0850 of the Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article 6 shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the Bylaws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.

7. **Effective Date.** The effective date of the amendments herein certified shall be the date of filing these Amended and Restated Articles of Incorporation with the Florida Secretary of State.

THE UNDERSIGNED, being the President of the Corporation, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true and, accordingly, he has hereunto set his hand this 30th day of January, 2001.


Steven E. Paley,
President

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