

P00000075598

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Privee International, Inc.

FILED
01 JUL -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

7/5/01

Order#: 4635479

Ref#: _____

Amount: \$ _____

G. COULLETTE JUL 0 6 2001

RECEIVED
01 JUL -5 AM 11:14
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 5, 2001

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PRIVEE INTERNATIONAL, INC.
Ref. Number: P00000075598

We have received your document for PRIVEE INTERNATIONAL, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 601A00039976

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -6 AM 11:55
NOT IN ORDER
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Please back-date

Hub
JM

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRIVEE INTERNATIONAL, INC.**

**(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on August 9, 2000)**

FILED
01 JUL -5 PM 3:41
SECRETARY OF STATE
TALAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned Florida profit corporation amends and restates its Articles of Incorporation which was approved by the written consent of the Board of Directors and Shareholders on April 1, 2001 and the number of votes obtained was sufficient for approval:

ARTICLE I

NAME

The name of this corporation is **PRIVEE INTERNATIONAL, INC.** and its mailing address is 200 South Biscayne Blvd., Suite 4530, Miami, FL 33131.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence

shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 200 South Biscayne Blvd., Suite 4530, Miami, FL 33131, and the name of the registered agent of this Corporation at that address is Thanos Papalexis.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the current directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Thanos Papalexis	200 South Biscayne Blvd. Suite 4530 Miami, FL 33131
Robert Fields	200 South Biscayne Blvd. Suite 4530 Miami, FL 33131

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted. Nothing contained in this Article XIII shall require the corporation to obtain any form of insurance for any of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor.

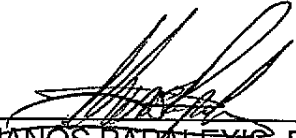
ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is:

Thanos Papalexis
200 South Biscayne Blvd.
Suite 4530
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned president has executed these Articles of Incorporation on this 3 day of July, 2001.



THANOS PAPALEXIS, President