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P000000 95108

March 2, 2001

**VIA FEDERAL EXPRESS**

Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

700003799017--6  
-03/05/01--01138--010  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

**Re: Merkatum Corporation**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation, along with this Firm's check in the amount of \$52.50, representing the \$35.00 filing fee, \$8.75 certified copy fee, and \$8.75 certificate of status fee, made payable to the Florida Secretary of State with respect to the above-referenced corporation. Please return the file stamped copy and certified copy of the Amended and Restated Articles of Incorporation together with the Certificate of Status to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience. Thank you.

Very truly yours,

MATTLIN & MCCLOSKEY

*M. J. Ioannou*  
Michael J. Ioannou

MJI/af  
Enclosures

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FILED  
01 MAR 13 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

aa 3/13/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 9, 2001

MATTLIN & MCCLOSKEY  
% MICHAEL J. IOANNOU  
2300 GLADES RD., STE 400 EAST TOWER  
BOCA RATON, FL 33431

SUBJECT: MERKATUM CORPORATION  
Ref. Number: P00000095108

We have received your document for MERKATUM CORPORATION and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval. ✓

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) 487-6908.

✓ Anna Chesnut  
Corporate Specialist

Letter Number: 001A00014569

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MERKATUM CORPORATION**

**FILED**  
01 APR 13 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merkatum Corporation ("Corporation"), a corporation organized and existing under the Florida Business Corporation Act ("Act"), does hereby certify the following:

A. The Corporation hereby adopts these Amended and Restated Articles of Incorporation ("Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on October 6, 2000 and all amendments thereto.

B. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of the directors and the holders of a majority of the outstanding voting shares of the Corporation, and that the number of votes cast by the shareholders and directors was sufficient for approval.

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

**ARTICLE I. NAME**

The name of the corporation is Merkatum Corporation.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1200 Anastacia Avenue, Biltmore Executive Center, Suite 440, Coral Gables, Florida 33134.

**ARTICLE III. CAPITAL STOCK**

The number of shares of capital stock that the Corporation shall initially have the authority to issue is 10,000,000 shares of common stock, \$0.0001 par value per share ("Common Stock").

**ARTICLE IV. TERM OF EXISTENCE**

This corporation may exist perpetually and indefinitely.

**ARTICLE V. NATURE OF BUSINESS**

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the Act.

#### ARTICLE VI. REGISTERED AGENT

The name of the initial registered agent of the Corporation and street address of the initial registered office is Michael J. Ioannou, Esquire, Mattlin & McClosky, 2300 Glades Road, Suite 400 East Tower, Boca Raton, Florida 33431.

#### ARTICLE VII. DIRECTORS


A. Board Composition. The affairs of the Corporation shall be managed by a Board of Directors which shall consist of at least three (3) individuals initially but no more than seven (7) individuals, unless the holders of a majority of shares of Common Stock shall otherwise consent. As of the date hereof, the Board shall consist of three (3) members as follows: (i) Brent Williams, (ii) Jose Luque and (iii) Roger Portela.

B. Removal, Vacancy, Etc. During the initial one (1) year term, no director may be removed except for cause. Thereafter, any director may be removed, without or without cause, by a concurrence of two-thirds (2/3) of the votes of the Board. Any director may voluntarily resign at any time by delivery his written resignation to the Board. In the event of a vacancy due to removal, death, disability, resignation or inability to serve, the vacancy so created shall be filled by a majority of the remaining directors on the Board who shall serve for the remainder of the unexpired term of his predecessor or until his successor is duly elected by a vote or written consent of a majority of the holders of Common Stock. The term of each director's service shall be for one (1) year or until his successor is duly elected and qualified.

#### ARTICLE VIII. OFFICERS

A. Executive Officers. The executive officers of the Corporation may consist of a Chief Executive Officer, Chief Operating Officer, Chief Technology Officer, Chief Financial Officer, President, Chief Information Officer, Vice President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors and shall hold office for a one (1) year term unless sooner removed or otherwise vacated as set forth herein. The Board of Directors shall, from time to time, elect other officers, such as one or more Vice Presidents, Assistant Treasurers, etc. and designate their powers and duties as the Board shall find to be required to manage the affairs of the Corporation. The Corporation's executive officers shall consist of the following persons: (i) Jose Luque, as its Chief Executive Officer and President; (ii) Brent Williams, as its Chief Technology Officer; (iii) Roger Portela, as its Executive Vice President.

B. Removal, Vacancy, Etc. During the initial one (1) year term, no officer may be removed except for cause. Thereafter, any officer may be removed, with or without cause, by a majority vote of the Board. Any officer may voluntarily resign at any time by delivery of thirty (30) days written notice to the Board. Any vacancy in any office arising because of removal, resignation, death, disability or inability to serve shall be filled by the Board for the remainder of the unexpired portion of the term of such office.



#### ARTICLE IX. IDENTICAL RIGHTS

Each share of Common Stock shall have the same relative rights and preferences as, and shall be identical in all respects with, all other shares of Common Stock.

#### ARTICLE X. AMENDMENT

Amendments to these Restate Articles of the Corporation shall be first adopted in resolution form by majority vote of the Board of Directors who may direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders.

#### ARTICLE XI. SEVERABILITY OF PROVISIONS

If any right, preference or limitation of the Common Stock set forth in these Restated Articles, as may be amended from time to time, is invalid, unlawful or unenforceable by reason of any rule, law or public policy, all other rights preferences and limitations set forth in these Restated Articles (as amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

#### ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation to the fullest extent permitted by law.



IN WITNESS WHEREOF, the undersigned has executed these Restated Articles on this  
day of December, 2000.

MERKATUM CORPORATION,  
a Florida corporation

By: 

Name: Jose Luque

Title: President and CEO

