

04/28/06

FRI 16:42

FAX

7 4

861

JOHNSON POPE

001

PODDDDDD103600

#1 OF 2

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000119026 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.  
Account Number : 076666002140  
Phone : (727) 461-1818  
Fax Number : (727) 441-8617

## COR AMND/RESTATE/CORRECT OR O/D RESIGN

GOSOLUTIONS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

RECEIVED

06 APR 28 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

06 APR 28 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amended + Restate

SP

41629.111184

(((H0600Q119D26 3)))

FILED

06 APR 28 PM 4:47

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GoSolutions, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on November 3, 2000, the Articles of Amendment to the Articles of Incorporation filed on March 7, 2001, the Articles of Amendment to the Articles of Incorporation filed on January 17, 2002, the Articles of Amendment to the Articles of Incorporation filed on January 27, 2003, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors dated February 16, 2006 and written consent of the Corporation's Shareholders dated February 16, 2006.

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

1. **Name.** The name of the corporation is **GoSolutions, Inc.**
2. **Corporate Address; Registered Office and Agent.** The principal place of business and mailing address of the Corporation is 1901 Ulmerton Road, Suite 400, Clearwater, Florida 33762. The address of the Corporation's registered office in the State of Florida is 911 Chestnut Street, Clearwater, FL 33756. The name of the registered agent at such address is Charlie Neal, Esq.
3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.
4. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 1000 shares, consisting of One Thousand shares of common stock, \$.001 par value per share (the "Common Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of the capital stock of the Corporation are as follows:

**Common Stock.** Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. Election of directors shall be in accordance with the Corporation's Bylaws and applicable Florida law. The holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by Board of Directors.

5. **Liability for Monetary Damages.** No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

6. **Indemnification.** The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 27th day of April, 2006.



Thor R. Bendickson, President