

P01000000289

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## BASIC AMENDMENT

CAPTIVAD, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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*Amended & Restated*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 9, 2001

CAPTIVAD, INC.  
710 E ATLANTIC AVE  
DELRAY BEACH, FL 33483

SUBJECT: CAPTIVAD, INC.  
REF: P01000000289

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000064096  
Letter Number: 001A00027909

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 8, 2001

CAPTIVAD, INC.  
710 E ATLANTIC AVE  
DELRAY BEACH, FL 33483

SUBJECT: CAPTIVAD, INC.  
REF: F01000000289

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000064096  
Letter Number: 801A00027641

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

CERTIFICATE  
OF  
CAPTIVAD, INC.  
(the "Certificate")

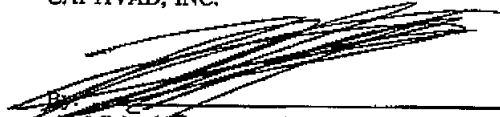
THE UNDERSIGNED, being the directors of CAPTIVAD, INC., a Florida corporation (the "Corporation"), hereby certify the following:

1. Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the board of directors of the Corporation (the "Board") has, by action by written consent of directors pursuant to Section 607.0821 of the FBCA (the "Director's Action"), on April 25, 2001 restated the Articles of Incorporation of the Corporation (the "Restated Articles"). A true and correct copy of which Restated Articles are attached hereto as Exhibit 1.

2. The Restated Articles do contain amendments (the "Amendments") to the original articles of incorporation requiring shareholder approval. Such Amendments were duly adopted on April 25, 2001, by the vote of shareholders holding a majority of the only outstanding voting stock of the Corporation, and such vote was sufficient for approval.

3. The date of this Certificate is April 25, 2001.

CAPTIVAD, INC.



Michael Shvartsman, President

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- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H01000064096 0)))
- (e.) Florida Bar No. 180595

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EXHIBIT 1

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAPTIVAD, INC.

ARTICLE I  
CORPORATE NAME

The name of the corporation is CAPTIVAD MEDIA CORPORATION (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

7000 W. Palmetto Park Road  
Suite 306  
Boca Raton, Florida 33433

ARTICLE III  
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is One Hundred Seventy Million (170,000,000) shares, of which One Hundred Twenty Million (120,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Common Shares" and of which Fifty Million (50,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Preferred Shares".

A. Common Shares. Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

B. Preferred Shares.

1. Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the board of directors of the Corporation (the "Board of Directors") pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

2. Each series of Preferred Shares, as stated in the resolution or resolutions adopted by the Board

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of Directors providing for the issuance of any series of Preferred Shares, may:

- (a) have such number of shares;
- (b) have such voting powers, full or limited, or may be without voting power;
- (c) be redeemable or convertible at such time or times and at such prices;
- (d) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative; at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (e) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation;
- (f) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (g) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (h) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and
- (i) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions;

3. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

4. Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be

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(e.) Florida Bar No. 180595

created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution of resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

ARTICLE IV  
REGISTERED AGENT

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

E.H.G. Resident Agents, Inc.  
5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.  
Edward H. Gilbert, P.A.  
5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486

ARTICLE VI  
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA").

ARTICLE VII  
DIRECTORS

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE VIII  
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE IX  
CORPORATE EXISTENCE

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
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The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE X  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 25th day of April, 2001.

  
\_\_\_\_\_  
Michael Shvartsman, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H01000064096 0)))
- (e.) Florida Bar No. 180595



**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of CAPTIVAD MEDIA CORPORATION, contained in the foregoing Amended and Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: April 25, 2001

By: 

Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330  
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