

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301,
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P 01000012615

IBID America 1 Inc

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*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
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C. Coulllette OCT 22 2002

Signature _____

Requested by SW 10/21

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 21, 2002

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: IBIDAMERICA, INC.
Ref. Number: P01000012615

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

We have received your document for IBIDAMERICA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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: 702A00058231

Corrected

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IBIDAMERICA, INC.

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation, as amended, contained therein were adopted by the shareholders of the Corporation on February 15 , 2001, by the holders of the outstanding common stock, the only voting group, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

ARTICLE 1

Name

The name of the corporation is IBIDAMERICA, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

50,000,000 shares of Common Stock, \$.0001 par value per share; and

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TALLAHASSEE, FLORIDA

1,000,000 shares of the Preferred Stock, \$.001 par value per share. The following three series of such Preferred Stock are hereby authorized:

I. Series A Convertible Preferred Stock. 100,000 shares of Preferred Stock shall be designated as Series A Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series A Convertible Preferred Stock shall be entitled to receive a dividend of \$10.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series A Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at \$1.00 per share. At the option of the holder, each share of Series A Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at \$1.00 per share. The Series A Convertible Stock may not be diluted by adjustments up or down of the underlying common stock unless and until converted into common stock.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series A Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the event the amount available to pay the holders of the Series A Convertible Preferred Stock, Series B Convertible

Preferred Stock and Series C Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series A Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series A Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series A Convertible Preferred Stock shall constitute the approval of such action by the class.

2. Series B Convertible Preferred Stock. 150,000 shares of Preferred Stock shall be designated as Series B Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series B Convertible Preferred Stock shall be entitled to receive a dividend of \$8.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series B Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid

dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of redemption, but in any event not more than one (1) million shares. At the option of the holder, each share of Series B Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of conversion, but in any event not more than one (1) million shares. The Series B Convertible Stock may not be diluted by adjustments up or down of the underlying common stock unless and until converted into common stock.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series B Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the event the amount available to pay the holders of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series B Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series B Convertible Preferred Stock, voting separately as a class, is required to

authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series B Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series B Convertible Preferred Stock shall constitute the approval of such action by the class.

3. Series C Convertible Preferred Stock. 10,000 shares of Preferred Stock shall be designated as Series C Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series C Convertible Preferred Stock shall be entitled to receive a dividend of \$8.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series C Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of redemption, but in any event not more than one (1) million shares. At the option of the holder, each share of Series C Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of conversion, but in any event not more than one (1) million shares. The Series C Convertible Stock may not be diluted by adjustments up or down of the underlying common stock unless and until converted into common stock.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series C Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the event the amount available to pay the holders of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock, *pro rata*, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series C Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series C Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series C Convertible Preferred Stock shall constitute the approval of such action by the class.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the balance of the shares of authorized Preferred Stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof. The authority of the

Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- (i). The number of shares constituting the series, the distinctive designation of the series,
- (ii). The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of the series;
- (iii). Whether the series will have voting rights, and if so, the terms of the voting rights;
- (iv). Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;
- (v). Whether or not the shares of the series will be redeemable; and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi). Whether the series shall have a sinking fund for the redemption or purchase of shares of the series, and, if so, the terms and amount of the sinking fund;
- (vii). The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

(viii). Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

ARTICLE 4

Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its directors, officers, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such directors, officers, employees and agents as incurred, to the fullest extent permitted by law.

2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to indemnification of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4.

4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or

any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 5

Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

Dated: _____

IBIDAMERICA, INC.

By: _____
Steve Markley
Chief Executive Officer

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The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

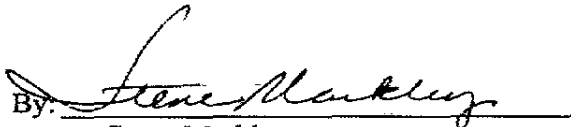
ARTICLE 6

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Dated: 2/15/01

IBID AMERICA, INC.

By: 
Steve Markley
Chief Executive Officer

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of October, 2002, by Steve Markley. He is personally known to me or has produced Florida Dir. Lic. as identification and did not take an oath.

(NOTARY SEAL)



(Notary Signature)

Trisha Britton

(Notary Name Printed)

NOTARY PUBLIC
Commission No.

exp. 10/11/2004

