

Division of Corporations

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## Florida Department of State

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From: GAIL S. ANDRE

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PLEASE ARRANGE FILING OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, OCTOBER 16, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL S. ANDRE

## BASIC AMENDMENT

CITAE, INC.

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CITAE, INC.**

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The Articles of Incorporation of Citae, Inc., a Florida corporation, are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the corporation is Citae, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 210 Crown Point Circle, Suite 112, Longwood, Florida 32779, and the mailing address of the Corporation is Post Office Box 917251, Longwood, Florida 32791.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue an aggregate total of two hundred twenty-five million (225,000,000) shares of capital stock, one hundred fifty million (150,000,000) of which will be common stock having a par value of \$0.0001 per share ("Common Stock"), and seventy-five million (75,000,000) of which will be preferred stock having a par value of \$0.0001 per share ("Preferred Stock").

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation.

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A. Common Stock

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.
2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting.
3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. Preferred Stock

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but not limited to, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the corporate law of Florida. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

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**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is 210 Crown Point Circle, Suite 112, Longwood, Florida 32779, and the name of its registered agent of at such office is Jeffrey D. Prutsman.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Corporation's board of directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The initial director of the Corporation is Jeffrey D. Prutsman and his address is 210 Crown Point Circle, Suite 112, Longwood, Florida 32779.

**ARTICLE VIII**  
**SPECIAL MEETINGS OF THE SHAREHOLDERS**

A special meeting of the Corporation's shareholders will be held only (i) on the call of the Corporation's board of directors, or (ii) if the holders of not less than fifty percent (50%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for such meeting describing the purpose or purpose for which it is to be held.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 5<sup>th</sup> day of October, 2001.

  
\_\_\_\_\_  
Jeffrey D. Prutsman, President

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**CERTIFICATE**  
**OF THE PRESIDENT**  
**OF**  
**CITAE, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of Citae, Inc., a Florida corporation (the "Corporation") hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached do not contain any amendment to the Corporation's Articles of Incorporation requiring shareholder approval.

(b) The Corporation has not yet issued any shares of capital stock and the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were adopted by the Board of Directors of the Corporation by a Written Consent dated October 5, 2001, pursuant to Section 607.1005 of the Florida Business Corporation Act.

  
\_\_\_\_\_  
Jeffrey D. Pritsman, President

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