

01000025010



ACCOUNT NO. : 072100000032

REFERENCE

812499

AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE : January 22, 2002

ORDER TIME : 10:12 AM

ORDER NO. : 812499-010

CUSTOMER NO: 7127284

CUSTOMER: Bruce Stutsman, Esq

Stutsman & Thames, P.a.

Suite 600

121 West Forsyth Street Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME:

MIRALINK GROUP, INC.

EFFICTIVE DATE:

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ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

C. Coullistre JAN 23 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 22, 2002

CSC ATTN: SUSIE TALLAHASSEE, FL RESUBMIT

Please give original submission date as file date.

SUBJECT: MIRALINK GROUP, INC. Ref. Number: P01000025010

We have received your document for MIRALINK GROUP, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

We need the manner of adoption and the date before this can be filed. We also need to know if the person showing as President will stay on the corporation or should they be removed?

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: 802A00003085

DIVISION OF CORF CRATIONS DIVISION OF CORF CRATIONS TALLAHASSEE, FLORIDA

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LAW OFFICES

STUTSMAN & THAMES

PROFESSIONAL ASSOCIATION

121 WEST FORSYTH STREET, SUITE 600

JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN RICHARD R. THAMES NINA M. LAFLEUR BRADLEY R. MARKEY ALISON R. MILLER

TELEPHONE 904-358-4000

FACSIMILE 904-358-400 [

January 21, 2002

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Amended and Restated Articles of Incorporation of MiraLink Group, Inc.;

Our File No.: 685.1279

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Amended and Restated Articles of Incorporation of MiraLink Group, Inc. ("MiraLink"), accompanied with the original and one copy of Certificate Designating Registered Agent and Registered Office. Also enclosed is a check from Corporation Service Company for the necessary filing fees. The Articles were adopted by Unanimous Written Consent of the Board of Directors and shareholders of MiraLink on January 11, 2002.

We would appreciate your filing the original of the Amended and Restated Articles of Incorporation in accordance with the usual procedure, and your returning to this office a certified copy of the Amended and Restated Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Bruce E. Stutsman

BES/kv

Enclosures

Hand Delivered by Representatives of of Corporation Service Company

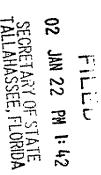
AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MIRALINK GROUP, INC. (Document Number: P01000025010)

ARTICLE I-NAME

The name of this Corporation is MiraLink Group, Inc.



ARTICLE II-PRINCIPAL OFFICE

The street address of the principal office of this Corporation is 9210 Cypress Green Drive, Jacksonville, Florida 32256.

ARTICLE III-NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE IV-SHARES

This Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, all of which shall be of the par value of Ten Cents (\$.10) per share.

ARTICLE V-REGISTERED AGENT AND STREET ADDRESS

The street address of the registered office of this Corporation is 9210 Cypress Green Drive, Jacksonville, Florida 32256, and the name of its registered agent at such address is Thomas D. King.

ARTICLE VI-BOARD OF DIRECTORS

The names and street addresses of the members of this Corporation's Board of Directors are as follows:

Thomas D. King 9210 Cypress Green Drive Jacksonville, Florida 32256

John B. Jordan 12636 Shoal Creek Lane North Jacksonville, Florida 32225

Articles of Incorporation this 11 day of January, 2002.

The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

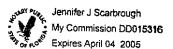
These Amended and Restated Articles of Incorporation were adopted by Unanimous Written Consent of the directors and shareholders of this Corporation effective January 11, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated

THOMAS D. KING, Chairman and President

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this \(\bigcup_{\text{day}} \) day of January, 2002, by Thomas D. King, who is (check one) \(\sure_{\text{personally known to me or }} \) has produced (as identification) and did not take an oath.



Print Name:

Notary Public

State and County aforementioned

My commission expires:

Commission No.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MiraLink Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, Duval County, State of Florida, has appointed Thomas D. King whose street address is 9210 Cypress Green Drive, Jacksonville, Florida 32256, as its agent to accept service of process within Florida.

MIRALINK GROUP, INC.

3y:_____

Thomas D. King, President

Date: January ______, 2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

Thomas D. King

Date: January // , 2002