

PO1000035659

James Wilson

(Requestor's Name)

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(Address)

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(Address)

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NEMESYS Corp.

(Business Entity Name)

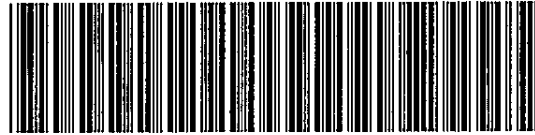
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Restated
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NR
11/23/04

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
NEMESYS CORP.**

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TALLAHASSEE, FLORIDA

I

The name of the corporation is **Nemesys Corp.**

II

The purpose for which the Corporation is formed is to transact any or all lawful business, not required to be specifically stated in these Articles, for which corporations may be incorporated under the Florida Business Corporation Act, as amended from time to time.

III

The number of shares of common stock which the Corporation shall have authority to issue shall be 5,000 shares, without par value. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

IV

The registered office shall be located at 14732 SW 148th Street Circle
County of Dade, Florida, and the initial registered agent shall be Nicolli-Ann Gil who is a
resident of Florida

V

The number of directors constituting the initial Board of Directors shall be no more than three and not less than one, and the names and addresses of the persons who are to serve as the initial directors are as follows:

Ivan Gill

12427 Poplar Forest Dr.
Richmond, VA 23238

VI

1. To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation (which limitation shall be (i) \$1 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (ii) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated) or elimination of the liability of Directors or officers, a Director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages. Any amendment to or repeal of this Article VI shall not adversely affect any right or protection of a Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

2. To the full extent permitted and in the manner prescribed by the Florida Business Corporation Act and any other applicable law, the Corporation shall indemnify a Director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a Director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to contract in advance to indemnify any Director or officer.

3. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

4. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

5. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article VI shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

6. The provisions of this Article VI shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to

act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

7. Reference herein to Directors, officers, employees or agents shall include former Directors, officers, employees and agents and their respective heirs, executors, personal representatives and administrators.

VII

Unless these Articles of Incorporation provide otherwise or the Board of Directors conditions its submission of a particular matter on receipt of a greater vote or on any other basis permitted by applicable law, the vote of the holders of a majority of the outstanding shares of any series or class of stock voting as such series or class, or any series(es) and/or class(es) of stock voting together as a voting group, entitled to vote on the following matters required by applicable law to be submitted to such series(es), class(es) or voting group shall be required and sufficient for the adoption or approval thereof by such series(es), class(es) or voting group: (i) any amendment or restatement of the Articles of Incorporation of the Corporation, (ii) a plan of merger, (iii) a plan of share exchange, (iv) the sale, lease or exchange or other disposition of all or substantially all of the property of the Corporation other than in the usual and regular course of business, or (v) a proposal to dissolve the Corporation. The foregoing provisions of this Article VII shall not be construed to alter or modify in any respect the voting requirements prescribed by the Florida Business Corporation Act which would in the absence of such provisions be applicable to the approval of any affiliated transaction (as defined in said Act) or any amendment of the Articles of Incorporation relating to the vote required for such approval.

VIII

Except as otherwise provided in the bylaws, the Board of Directors shall have the power to make, amend or repeal bylaws of the Corporation.

IX

Except as otherwise expressly provided herein, the creation or the issuance to directors, officers or employees of the Corporation or any subsidiary of the Corporation of rights, options or warrants for the purchase of Common Stock of the Corporation, where such rights, options or warrants are not issued or to be issued to shareholders of the Corporation generally, shall not require approval by the shareholders of the Corporation.

NEMESYS CORP.
CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION

The undersigned, Ivan Gil, certifies that he is the President of Nemesys Corp., a Florida corporation ("Nemesys"), and that as such, he is authorized on behalf of Nemesys to execute and deliver this Certificate of Restatement of Articles of Incorporation. The undersigned hereby certifies that:

(a) That the Board of Directors by unanimous consent dated November 19, 2004 recommended approval and adoption of the Restated Articles of Incorporation of Nemesys to the shareholders of Nemesys and

(b) That the Shareholders of Nemesys approved the restatement by unanimous consent dated November 19, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of Nemesys as of the 22nd day of November, 2004.

A handwritten signature in black ink, appearing to read 'Ivan Gil', is written over a horizontal line.

Ivan Gil, President
Nemesys Corp.