

PD1000069570



ACCOUNT NO. : 072100000032

REFERENCE : 516484 100198A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 43.75

FILED
02 APR -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 8, 2002

ORDER TIME : 12:55 PM

ORDER NO. : 516484-005

CUSTOMER NO: 100198A

300005205573--5

CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: DATA BANK AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
02 APR -8 PM 2:06
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Amend, Rest & N.C.
C. Coulllette APR 15 2002

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 8, 2002

CSC
ATTN: SARA
TALLAHASSEE, FL

SUBJECT: DATA BANK AMERICA, INC.
Ref. Number: P01000069570

RESUBMIT

Please give original
submission date as file date.

We have received your document for DATA BANK AMERICA, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 202A00020765

RESUBMIT
Please give original
submission date as file date.

RECEIVED
02 APR 12 PM 3:29
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DATA BANK AMERICA, INC.**

The original Articles of Incorporation for Data Bank America Inc., a Florida corporation ("Corporation"), were filed on July 16, 2001. On March 9, 2002, the shareholders of the Corporation unanimously approved changing the name of the Corporation to be Universal Data Systems, Inc. as provided in Article I hereof and increasing the aggregate number of shares authorized as provided in Article V hereof.

The shareholders have authorized the undersigned Director to make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be **Universal Data Systems, Inc.**

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 2595 N.W. Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Million (1,000,000) shares of common stock having a par value of \$.01 per share.

FILED
02 APR -8 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation is hereby indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director and/or officer in connection with any proceeding or any settlement of any proceeding to which such director and/or officer may be a party, or in which same may become involved by reason of same being a director or officer of the Corporation, whether or not same is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such parties' duties; provided, however, that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII: BY-LAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and, thereafter, may be amended, altered or rescinded in the manner provided for by the Bylaws.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 2595 N.W. Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431. The name of the registered agent at that address is Jason Conner.

ARTICLE IX: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws.

ARTICLE X: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE XI: DIRECTOR

The name and address of the Director signing these Amended & Restated Articles of Incorporation is:

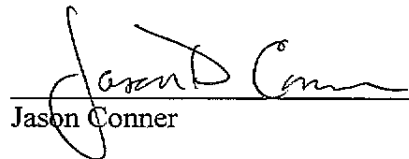
Jason Conner
2595 N.W. Boca Raton Boulevard, Suite 200
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 3 day of April, 2002.



Jason Conner, Director

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jason Conner