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Tallahassee, Florida 32301  
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PD1000121224

June 26, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Digitalnine Corporation

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

FILED  
JUN 26 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 26 PM 4:51  
DIVISION OF REVENUE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-06/27/02--01002--009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

G. Coulllette JUN 26 2002

**RESTATED ARTICLES OF INCORPORATION  
OF  
DIGITALNINE CORPORATION**

**FILED**  
**02 JUN 26 PM 4:54**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE 1**

The name of this corporation is DigitalNine Corporation.

**ARTICLE 2**

A. The principal place of business and mailing address of this corporation shall be:

800 Corporate Drive, Suite 408  
Fort Lauderdale, FL 33334

B. The address of this corporation's registered office in the State of Florida is 5857 St. Anne's Way, Boca Raton, Florida 33496. The name of the corporation's registered agent at such address is Bruce K. Frcek.

C. The name and address of the incorporator of this corporation is Bruce K. Frcek, 5857 St. Anne's Way, Boca Raton, Florida 33496.

**ARTICLE 3**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE 4**

This corporation is authorized to issue one class of stock to be designated "Common Stock," with no par value. The total number of shares that this corporation is authorized to issue is one hundred million (100,000,000). The holder of each share of Common Stock issued and outstanding shall have one vote per share.

**ARTICLE 5**

Except as otherwise provided in this Restated Articles of Incorporation, in furtherance of and not in limitation of the powers conferred by statute, the Board of Directors of this corporation is expressly authorized and empowered to make, repeal, alter, amend or rescind any or all of the Bylaws of this corporation, subject to the power of the shareholders to make, alter, repeal or rescind any Bylaw of this Corporation.

## **ARTICLE 6**

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

## **ARTICLE 7**

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

## **ARTICLE 8**

No director of this corporation shall be personally liable to this corporation or any other person for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director, unless (a) the director breached or failed to perform his or her duties as a director, and (b) the director's breach of, or failure to perform, those duties constitutes: (i) a violation of criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 of the Act (liability for unlawful distributions) are applicable; (iv) in a proceeding by or in the right of this corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of this corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than this corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If the Act is amended after approval by the shareholders of this Article 8 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

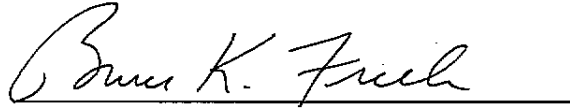
Any repeal or modification of the foregoing provisions of this Article 8 by the shareholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to, any acts or omissions of such director occurring prior to such repeal or modification.

## **ARTICLE 9**

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**IN WITNESS WHEREOF**, DigitalNine Corporation has caused this Restated Articles of Incorporation to be signed by Bruce K. Frcek, its President and Chief Executive Officer, on this 21<sup>st</sup> day of June, 2002.

**DIGITALNINE CORPORATION**

A handwritten signature in cursive script, reading "Bruce K. Frcek", is written over a horizontal line.

Bruce K. Frcek  
President and Chief Executive Officer

### **CERTIFICATE OF RESTATEMENT**

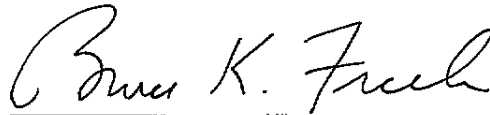
DigitalNine Corporation, a Florida corporation (the "Corporation"), pursuant to Section 607.1007 and in accordance with Section 607.0120 of the Florida Business Corporation Act, hereby submits this Certificate of Restatement to the Secretary of State of the State of Florida in order to restate the Corporation's Articles of Incorporation.

The Restated Articles of Incorporation of the Corporation are attached hereto and contain amendments requiring director and shareholder approval.

The Board of Directors of the Corporation adopted and approved the Restated Articles of Incorporation on June 21, 2002. One Hundred Percent (100%) of the holders of the Corporation's Common Shares, no par value, adopted and approved the Restated Articles of Incorporation on June 21, 2002. The Corporation has no shares of any other class of capital stock outstanding.

**IN WITNESS WHEREOF**, the Corporation does hereby submit for filing with the Secretary of State of the State of Florida the attached Restated Articles of Incorporation.

**DIGITALNINE CORPORATION**

A handwritten signature in cursive script, reading "Bruce K. Frcek", written over a horizontal line.

Bruce K. Frcek  
President and Chief Executive Officer