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VENALI, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENALI, INC.**

FIRST: The date of filing of the Articles of Incorporation of Venali, Inc., a Florida corporation (the "Corporation"), with the Florida Secretary of State was January 10, 2002.

SECOND: The undersigned officer hereby files these Amended and Restated Articles of Incorporation, amending and restating the Corporation's Articles of Incorporation in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act.

THIRD: The number of votes cast by the shareholders of the Corporation was sufficient for approval of these Amended and Restated Articles of Incorporation.

FOURTH: The Articles of Incorporation of the Corporation are Amended and Restated as follows:

ARTICLE I

NAME

The name of the corporation is Venali, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

One Alhambra Plaza, Suite 800
Coral Gables, FL 33134

ARTICLE III

CAPITAL STOCK

The Corporation shall have the authority to issue 60,000,000 shares of capital stock, no par value per share, of which 57,984,120 shares are designated Common Stock, no par value per share (the "Common Stock"), and 2,015,880 shares of the Common Stock are designated Class B Common Stock, no par value per share (the "Class B Common Stock"). The undesignated capital stock shall consist of one or more classes or series as shall from time to time be created and authorized by the Board of Directors, which shall constitute Common Stock, Class B Common Stock or a class of capital stock convertible into Common Stock, with such voting

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powers, full or limited, or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereon as set forth in a resolution adopted by the Board of Directors.

A. Common Stock

1. Dividends. The holders of the Common Stock and the Class B Common Stock shall be entitled to receive such dividends, if any, when, as and if declared by the Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of the holders of capital stock of the Corporation.

2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution may be made with respect to the Class B Common Stock or any other class or series of capital stock, holders of each share of the Common Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, whether such assets are capital, surplus, or capital earnings, an amount equal to the greater of (i)(A) an amount equal to the original issue price for such shares of Common Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or other similar event involving the Common Stock) and (B) all accrued and unpaid dividends thereon since the date of issue up to and including the date of full payment shall be tendered to the holders of the Common Stock with respect to such liquidation, dissolution or winding up or (ii) such amount per share of Common Stock as would have been payable in the event of liquidation, dissolution or winding. A liquidation, dissolution or winding up of the affairs of the Corporation shall include a Sale of the Corporation (as defined below).

3. Voting Rights. The holders of the Common Stock and the Class B Common Stock shall be entitled to vote as a single class on each matter on which the shareholders of the Corporation shall be entitled to vote, and each holder of the Common Stock and the Class B Common Stock shall be entitled to one (1) vote for each share of such stock held by such holder. There shall be no cumulative voting by the holders of the Common Stock and the Class B Common Stock.

4. Vesting. The Class B Common Stocks are subject to certain time based vesting criteria. The terms of such vesting criteria shall be set forth in the Restricted Stock Purchase Agreements entered into between the Corporation and the holders of the Class B Common Stock, (collectively, the "Restricted Purchase Agreements").

5. Conversion Rights for the Class B Common Stock. The holders of the Class B Common Stock shall have following rights with respect to the conversion of the Class B Common Stock into shares of Common Stock:

(a) General. Subject to and in compliance with the provisions of this Section A.5, each share of Class B Common Stock that is fully vested pursuant to Section A.4 hereof may, at the option of the holder, be converted into fully-paid and non-assessable shares of Common Stock at any time. The number of shares of Common Stock to which a holder of shares of Class B Common Stock shall be entitled upon conversion shall be equal to (i) the Applicable

Conversion Rate for the applicable class of Class B Common Stock multiplied by (ii) the number of shares of Class B Common Stock being converted.

(b) Applicable Conversion Rate for the Class B Common Stock.

(i) The "Applicable Conversion Rate for the Class B Common Stock" shall initially be one (1), except that such amount shall be adjusted from time to time in accordance with Section A.5(b)(ii).

(ii) Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Applicable Conversion Rate for the Class B Common Stock shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the then effective Applicable Conversion Rate for the Class B Common Stock by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding on a fully diluted basis immediately after such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding on a fully diluted basis immediately prior to such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Applicable Conversion Rate for the Class B Common Stock. The Applicable Conversion Rate for the Class B Common Stock shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events. "Extraordinary Common Stock Event" shall mean (i) the issue of additional shares of capital stock as a dividend or other distribution on any outstanding class or series of capital stock, (ii) a subdivision of outstanding shares of capital stock into a greater number of shares of capital stock, or (iii) a combination of outstanding shares of capital stock into a smaller number of shares of capital stock.

(d) Capital Reclassification. If the Common Stock issuable upon the conversion of the Class B Common Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reclassification or otherwise (other than a subdivision or combination of shares provided for elsewhere in this Section A.5), then and in each such event, the holder of each share of Class B Common Stock shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such capital reclassification or other change by holders of the number of shares of Common Stock into which such shares of Class B Common Stock might have been converted immediately prior to such capital reclassification or other change, subject to the vesting criteria referred to in Section A.4 hereof.

B. Conversion Mechanics.

1. Certificate as to Adjustments; Notice by Corporation. In each case of an adjustment or readjustment of the Applicable Conversion Rate for the Class B Common Stock, the Corporation at its expense will furnish each holder of such Class B Common Stock with a certificate, executed by the president and chief financial officer (or in the absence of a person designated as the chief financial officer, by the treasurer) showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

2. Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Class B Common Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Class B Common Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Convertible being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Class B Common Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Class B Common Stock in accordance with the provisions of this Articles of Incorporation, and cash, as provided in Section B.3, in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Class B Common Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. The Corporation shall pay any taxes payable with respect to the issuance of Common Stock upon conversion of the Class B Common Stock, other than any taxes payable with respect to income by the holders thereof.

3. Cash in Lieu of Fractional Shares. The Corporation may, if it so elects, issue fractional shares of Common Stock or scrip representing fractional shares upon the conversion of shares of Class B Common Stock. If the Corporation does not elect to issue fractional shares, the Corporation shall pay to the holder of the shares of Class B Common Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Class B Common Stock being converted at any one time by any holder thereof, not upon each share of Class B Common Stock being converted.

4. Partial Conversion. In the event some but not all of the shares of Class B Common Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Class B Common Stock which were not converted.

5. Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Class B Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class B Common Stock, and if at any time the number of authorized


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but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Class B Common Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Minimum Adjustment. Any provision of this Articles of Incorporation to the contrary notwithstanding, no adjustment in the Applicable Conversion Rate for any class of Class B Common Stock shall be made if the amount of such adjustment would be less than 1/4% of the Applicable Conversion Rate for such class of Class B Common Stock then in effect, but any such amount shall be carried forward and an adjustment with respect thereto shall be made at the time of and together with any subsequent adjustment which, together with all amounts so carried forward, aggregates 1/4% or more of the Applicable Conversion Rate for such class of Class B Common Stock then in effect.

7. Mandatory Automatic Conversion. Each share of Class B Common Stock shall be converted automatically into shares of Common Stock in the manner provided in this Section B.7 in the event of the closing of a Sale of the Corporation (as defined below) or a Qualified Public Offering (as such term is defined in the Shareholders' Agreement of the Corporation). Upon the closing of such a Sale of the Corporation or Qualified Public Offering, the holders of the Class B Common Stock shall be deemed to have converted all shares of such holders' vested Class B Common Stock into Common Stock and the unvested Class B Common Stock shall terminate and be deemed to be no longer issued and outstanding, regardless of whether or not such holders surrender to the Corporation the certificates representing such Class B Common Stock. Such conversion shall be deemed to occur at 9:00 a.m., EST, on the closing date of the Sale of the Corporation or Qualified Public Offering, and at such time all shares of the Class B Common Stock shall be deemed canceled without any further action on the part of, or the giving of notice by, either the Corporation or any holder of Class B Common Stock. Following such closing, the Corporation shall promptly issue certificates for the shares of the Common Stock that are issuable upon such mandatory conversion. "Sale of the Corporation" shall mean the sale of the Corporation to an Independent Third Party or group of Independent Third Parties pursuant to which such party or parties acquire (i) capital stock of the Corporation possessing the voting power under normal circumstances to elect a majority of the Corporation's Board of Directors (whether by merger, consolidation or sale or transfer of the Corporation's capital stock) or (ii) all or substantially all of the Corporation's assets determined on a consolidated basis. "Independent Third Party" means any person who, immediately prior to the contemplated transaction, does not own in excess of 5% of the Corporation's capital stock on a fully-diluted basis (a "5% Owner"), who is not controlling, controlled by or under common control with any such 5% Owner and who is not the spouse or descendant (by birth or adoption) of any such 5% Owner or a trust for the benefit of such 5% Owner and/or such other persons.



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ARTICLE IV

DIRECTORS

The Corporation shall have five (5) members of its board of directors, which number of directors shall not be increased or decreased except by amendment of the Corporation's Articles of Incorporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is One Alhambra Plaza, Suite 800, Coral Gables, Florida 33134. The name of the Corporation's registered agent at that address is Douglas O'Keefe.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify advance expenses on behalf of any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under the law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 22nd day of November, 2005.

VENALI, INC.

By:


Pasquale Giordano
Chief Executive Officer