

Division of Corporations

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**VENALI, INC.**

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

The undersigned, acting in his capacity as President of VENALI, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Venali, Inc. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on January 10, 2002. Articles of Amendment to the Corporation's Articles of Incorporation were filed with the Secretary of State of the State of Florida on April 6, 2004 and Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida on each of November 21, 2005 and November 23, 2005.

2. The undersigned hereby certifies, attests and serves notice that the text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

**Article I**

**Name**

The name of the Corporation is Venali, Inc. and the address of the principal office and the mailing office of the Corporation is One Alhambra Plaza, Suite 800, Coral Gables, Florida 33134.

**Article II**

**Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA"), including any amendments thereto.

**Article III**

**Registered Agent and Office**

The name and address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Suite 250, Plantation, Florida 33324.

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## Article IV

### Capital Stock

The Corporation shall have authority to issue a total of 500,000,000 shares consisting of (i) 450,000,000 shares of common stock, no par value (the "Common Stock") and (ii) 50,000,000 shares of preferred stock, no par value (the "Preferred Stock"). 15,000,000 of the shares of the Preferred Stock have been designated Series A Preferred Stock. This Article IV contains a description of the Common Stock and Preferred Stock and a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof and of the Series A Preferred Stock.

### Common Stock

AA. General. The Corporation shall not eliminate the rights of holders of Common Stock set forth in Sections BB, CC and DD hereto. Notwithstanding the foregoing, the voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock and any other securities of the Corporation.

BB. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

CC. Dividends. Subject to provisions of law and this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

DD. Liquidation. Subject to provisions of law and this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

### Preferred Stock

#### A. General

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations

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Exhibit D: Amended and Restated Articles of Incorporation  
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between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation and any shareholders agreement to which the Corporation and its shareholders may be party, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Amended and Restated Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

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Exhibit D: Amended and Restated Articles of Incorporation  
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(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Amended and Restated Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Amended and Restated Articles of Incorporation.

**B. Description and Designation of Series A Preferred Stock.**

1. Designation. A total of 15,000,000 shares of the Corporation's Preferred Stock shall be designated as "Series A Preferred Stock." As used herein, the term "Preferred Stock" used without references to the Series A Preferred Stock means the shares of Series A Preferred Stock and the shares of each other series of authorized Preferred Stock of the Corporation issued and designated from time to time by a resolution or resolutions of the Board of Directors, share for share alike and without distinction as to class or series, except as otherwise expressly provided for in this Article IV of these Amended and Restated Articles of Incorporation or as the context otherwise requires.

2. Dividends. The Series A Preferred Stock shall not be entitled to receive any dividends. No dividends shall be paid or declared, and no other distribution shall be made, on or with respect to the Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the Series A Preferred Stock of the Corporation as long as there are shares of Series A Preferred Stock issued and outstanding.

3. Liquidation, Dissolution or Winding Up.

(a) Treatment at Sale, Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made to any holders of any shares of Common Stock or any other class or series of capital stock of the Corporation designated to be junior to the Series A Preferred Stock, and subject to the liquidation rights and preferences of any class or series of Preferred Stock designated to be senior to, or on a parity with, the Series A Preferred Stock, the holders of shares of Series A Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock whether such assets are capital, surplus or earnings, an amount equal to \$1 per share of Series A Preferred Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Series A Preferred Stock) (such amount, as so determined, is referred to herein as the "Series A Liquidation Value" with respect to such shares). After payment has been made to the holders of the Series A Preferred Stock and any series of Preferred Stock designated to be senior to, on a parity with or subordinate to, the Series A Preferred Stock, of the full liquidation preference to which such holders shall be entitled as aforesaid, the

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remaining assets, if any, shall be distributed among the holders of Common Stock on a pro-rata basis.

(b) Insufficient Funds. If upon such liquidation, dissolution or winding up the assets or surplus funds of the Corporation to be distributed to the holders of shares of Series A Preferred Stock and any other then-outstanding shares of the Corporation's capital stock ranking on a parity with respect to payment on liquidation with the Series A Preferred Stock (such shares being referred to herein as the "Series A Parity Stock") shall be insufficient to permit payment to such respective holders of the full Series A Liquidation Value and all other preferential amounts payable with respect to the Series A Preferred Stock and such Series A Parity Stock, then the assets available for payment or distribution to such holders shall be allocated among the holders of the Series A Preferred Stock and such Series A Parity Stock, pro rata, in proportion to the full respective preferential amounts to which the Series A Preferred Stock and such Series A Parity Stock are each entitled.

(c) Certain Transactions Treated as Liquidation. For purposes of this Section 3, (A) any acquisition of the Corporation by means of merger or other form of corporate reorganization or consolidation with or into another corporation in which outstanding shares of this Corporation, including shares of Series A Preferred Stock, are exchanged for securities or other consideration issued, or caused to be issued, by the other corporation or its subsidiary and, as a result of which transaction, the shareholders of this Corporation own 50% or less of the voting power of the surviving entity (other than a mere re-incorporation transaction), or (B) a sale, transfer or lease (other than a pledge or grant of a security interest to a bona fide lender) of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Series A Preferred Stock to receive the amount that would be received in a liquidation, dissolution or winding up pursuant to Section 3(a) hereof, unless the holders of at least 50% of the then outstanding shares of Series A Preferred Stock elect not to receive the Series A Liquidation Value at such time by giving written notice thereof to the Corporation at least three days before the effective date of such event. The Corporation will provide the holders of Preferred Stock with notice of all transactions which are to be treated as a liquidation, dissolution or winding up pursuant to this Section 3(c) twenty (20) days prior to the earlier of the vote relating to such transaction or the closing of such transaction.

(d) Distributions of Property. Whenever the distribution provided for in this Section 3 shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors, unless the holders of 50% or more of the then outstanding shares of Series A Preferred Stock request, in writing, that an independent appraiser perform such valuation, then by an independent appraiser selected by the Board of Directors and reasonably acceptable to 50% or more of the holders of such series of Preferred Stock.

4. Voting Power and Board of Directors. Except as otherwise required by law or as expressly provided in Section 8 hereof, the holders of Series A Preferred Stock shall not have any voting rights. However, the holders of at least 50% of the then outstanding shares

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of Series A Preferred Stock shall be entitled to designate two (2) members of the Corporation's Board of Directors (such designees at any given time, the "Series A Directors").

5. Redemption.

(a) Optional Redemption. Commencing on the three-year anniversary of the closing date, and thereafter, the Corporation shall, at any time and from time to time, at the option of and on the written request of holders of at least 50% of the then outstanding shares of Series A Preferred Stock (delivered to the Corporation not less than 30 nor more than 60 days prior to the date of redemption) redeem, on the date (the "Redemption Date") specified in such request, the shares of Series A Preferred Stock with respect to which such request is made. The redemption price for each share of Preferred Stock redeemed pursuant to this Section 6(a) shall initially be \$1 per share in cash (the "Redemption Price"). The Redemption Price set forth in this Section 5 shall be subject to equitable adjustment with respect to each series of Preferred Stock whenever there shall occur a stock split, stock dividend, combination, recapitalization, reclassification or other similar event involving a change in the Series A Preferred Stock. The Redemption Price shall be payable on the Redemption Date. To the extent that the Corporation may not legally redeem such shares of Preferred Stock, such redemption shall take place as soon as legally permitted.

(b) Insufficient Funds for Redemption.

(i) If the funds of the Corporation legally available for redemption of the Preferred Stock on the Redemption Date are insufficient to redeem the number of shares of Preferred Stock to be so redeemed on such Redemption Date, the Corporation shall redeem the maximum number of Preferred Stock possible through the use of legally available funds on a ratable basis and the holders of shares of Preferred Stock shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable with respect to the number of shares owned by them if the shares to be so redeemed on such Redemption Date were redeemed in full. The shares of Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein.

(ii) At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Preferred Stock, such funds will be used, as soon as practicable but no later than the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

(c) Redemption Proportionate. Each redemption of Preferred Stock pursuant to this Section 5 shall be made so that the number of shares of Preferred Stock to be redeemed from each registered owner shall be on a pro rata basis according to the respective liquidation preferences of shares of Preferred Stock which each such holder of Preferred Stock owns of record as of the applicable Redemption Date.

(d) Redemption Notice. At least 15 days prior to the Redemption Date, written notice (hereinafter referred to as the "Redemption Notice") shall be mailed, first

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class or certified mail, postage prepaid, by the Corporation to each holder of record of Preferred Stock which are to be redeemed, as its address shown on the records of the Corporation; provided, however, that the Corporation's failure to give such Redemption Notice as to any holder shall not affect its obligation to redeem the Preferred Stock as provided in this Section 5 hereof as to such holder. The Redemption Notice shall contain the following information:

(i) the number of shares of Preferred Stock held by the holder which are to be redeemed by the Corporation;

(ii) the Redemption Date and the Redemption Price; and

(iii) that the holder is to surrender to the Corporation, at the place designated therein, its certificate or certificates representing the Preferred Stock to be redeemed.

(e) Surrender of Certificates. Each holder of Preferred Stock shall surrender the certificate(s) representing such shares to the Corporation at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares as set forth in this Section 5 shall be paid to the order of the person whose name appears on such certificate(s) and each surrendered certificate shall be canceled and retired. In the event some but not all of the Preferred Stock represented by a certificate(s) surrendered by a holder are being redeemed, 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 Preferred Stock which were not redeemed.

The rights of redemption of the holders of Series A Preferred Stock are subject to the rights and preferences of any class or series of preferred stock that may be designated to be senior to, or on parity with, the Series A Preferred Stock with respect to rights of redemption.

6. Registration of Transfer. The Corporation will keep at its principal office a register for the registration of shares of Preferred Stock. Upon the surrender of any certificate representing shares of Preferred Stock at such place, the Corporation will, at the request of the record holders of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefore representing the aggregate number of shares of Preferred Stock represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of Preferred Stock as is required by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

7. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Preferred Stock, and, in the case of any such loss, theft or destruction, upon receipt of an unsecured indemnity from the holder reasonably satisfactory to the Corporation or, in the case of such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Preferred

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Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

8. Restrictions and Limitations on Corporate Action and Amendments to Charter.

(a) The Corporation shall not take any corporate action or without the approval by vote or written consent of the holders of at least 50% of the then outstanding shares of Series A Preferred Stock if such corporate action or amendment would:

(i) amend any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any share of Series A Preferred Stock;

(ii) amend, alter or repeal any provision of the Corporation's Amended and Restated Articles of Incorporation or Bylaws;

(iii) authorize or creation of or issue, or obligate the Corporation to authorize the creation of or issue, (A) additional shares of Series A Preferred Stock, (B) Series A Parity Stock (as defined in Section 3(b)), (C) shares of Preferred Stock senior to the Series A Preferred Stock with respect to liquidation preferences, dividend rights, redemption rights or any other rights or privileges or (D) any security convertible into any of the above;

(iv) cause the Corporation to incur any bank financing or any other indebtedness, beyond that included in a business plan that has been approved by the Board of Directors, including each Series A Director;

(v) increase or decrease the size of the Board of Directors;

(vi) sell, liquidate, dissolve or wind-up the affairs of the Corporation or effect any transaction that is treated as a liquidation under Section 3(c);

(vi) increase or decrease the authorized number of shares of Series A Preferred Stock;

(vii) repurchase or redeem on any capital stock junior to the Series A Preferred Stock, unless approved by the Board of Directors, including each Series A Director; or

(viii) create or authorize the creation of any debt security, unless such debt security has received the prior approval of each Series A Director.

9. Notices of Record Date. In the event of:

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire

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any shares of capital stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Corporation,

then and in each such event the Corporation shall mail or cause to be mailed to each holder of Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed by first class mail, postage prepaid, at least ten (10) days prior to the earlier of (1) the date specified in such notice on which such record is to be taken and (2) the date on which such action is to be taken.

10. Notices. Except as otherwise expressly provided, all notices referred to herein will be in writing and will be delivered by registered or certified mail, return receipt requested, postage prepaid and will be deemed to have been given when so mailed (a) to the Corporation, at its principal executive offices and (b) to any shareholder, at such holder's address or facsimile as it appears in the stock records of the Corporation (unless otherwise indicated in writing by any such holder).

## Article V

### Directors

The Board of Directors shall consist of not fewer than three (3) nor more than nine (9) members. The number of directors within these limits may be increased or decreased from time to time by resolution of the Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

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## Article VI

### Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the holders of a majority of the Common Stock of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

## Article VII

### Limitation of Liability

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

## Article VIII

### Indemnification

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators, assigns

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or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article VIII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article VIII to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VIII shall not adversely affect any right(s) to indemnification or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, 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, company, joint venture, trust or other enterprise, against any liability or expenses asserted against

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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 the power to indemnify him or her against such liability or expenses under the provisions of this Article VIII.

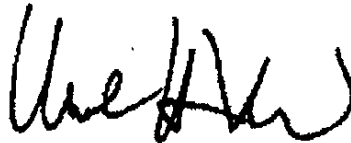
**Article ~~IX~~  
Amendment**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

# # #

Such amendment and restatement of these Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Board of Directors of the Corporation, dated September 14, 2006 and by the Written Consent of holders of a majority of the Common Stock of the Corporation, dated September 14, 2006 which shareholders' consent was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments to them.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation has been signed by the President of the Corporation this 21st day of September 2006, and affirm that the statements made herein are true under the penalties of perjury.



Uwe Hinderer, President

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Venali, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21  
day of SEPT., 2006.

**CT CORPORATION SYSTEM**

By:   
Name: Peter F. Souza  
Title: Assistant Secretary

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