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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ONTRADE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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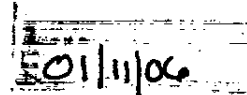
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Amen Rest NC

Amended And Restated
Articles of Incorporation
of
OnTrade, Inc.



To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation (as and if heretofore amended).

It is hereby certified that:

1. The name of the Corporation is OnTrade, Inc., and it filed Articles of Incorporation on January 11, 2002.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

3. The annexed restatement (Amended and Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.

4. ARTICLE FIRST of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"FIRST: The name of the Corporation is CiticECN, Inc."

5. ARTICLE SECOND of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"SECOND: The registered office of the Corporation is located at 1203 Governor's Square Blvd., Suite 101, Tallahassee, FL 32301, and the name of the registered agent at such address is CT Corporation System."

6. ARTICLE FOURTH of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"FOURTH: The total number of shares that the Corporation shall have the authority to issue is 1000 shares of common stock with a par value of \$.01 per share."

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7. ARTICLE SIXTH of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) redemptions; or (iv) for any transaction from which the director derived an improper personal benefit."

8. ARTICLE SEVENTH of the Articles of incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"SEVENTH: In furtherance, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the Corporation."

9. ARTICLE EIGHTH of the Articles of incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"EIGHTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation."

10. ARTICLE NINTH of the Articles of incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof, as follows:

"NINTH: The term of this Corporation is perpetual unless dissolved according to law."

11. The date of adoption of the aforesaid amendment was January 11, 2006.

12. Only one voting group of shareholders was entitled to vote on the said amendment[s] and restatement.

13. The number of votes cast for the said amendment[s] and restatement by the voting group of shareholders was sufficient for the approval thereof.

14. The effective time and date of these Amended and Restated Articles of Restatement shall be at on January 11, 2006.

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212 773 8864

T-481 P 003/008 F-883

Title of officer: Secretary

**Amended and Restated Certificate of Incorporation
of
OnTrade, Inc.**

FIRST: The name of the corporation is CitiECN, Inc. (the "Corporation").

SECOND: The registered office of the Corporation is located at 1203 Governor's Square Blvd., Suite 101, Tallahassee, FL 32301, and the name of the registered agent at such address is CT Corporation System.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida (the "Act").

FOURTH: The total number of shares that the Corporation shall have the authority to issue is 1000 shares of common stock with a par value of \$.01 per share.

FIFTH: The number of directors of the Corporation shall be two (2). The number of directors may be either increased or decreased from time to time by an amendment of the By-laws of the Corporation in the manner provided by law. There shall never be less than one (1) director.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) redemptions; or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH: In furtherance, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

NINTH: The term of this Corporation is perpetual unless dissolved according to law.

This Amended and Restated Certificate of Incorporation and the amendments and restatement effected hereby have been duly adopted in accordance with Section 607.1006 of the Act.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name.

OnTrade, Inc.

By:



Name: Amy Reich

Title: Secretary