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AIRTIME TECHNOLOGIES, INC.

Certificate of Status	0
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Amended +
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Art

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AIRTIME TECHNOLOGIES, INC.**

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06 MAY -1 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), Airtime Technologies, Inc. (the "Company") adopts the Amended and Restated Articles of Incorporation set forth below which were adopted by the holders of a majority of the outstanding shares of common stock of the Corporation on the 26TH day of April, 2006 in accordance with and in a manner prescribed by the Act:

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is Airtime Technologies, Inc.

ARTICLE II
The Corporation's mailing address and principal office is:

250 Williams Street
Suite M-100
Atlanta, Georgia 30303

**ARTICLE III.
NATURE OF CORPORATE BUSINESS**

This Corporation, through its officers, employees and agents shall be authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of ten thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share.

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**ARTICLE V.
BOARD OF DIRECTORS**

The Corporation shall have three Directors. The number of Directors may be altered from time to time in accordance with Bylaws adopted by the Stockholders.

**ARTICLE VI.
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

**ARTICLE VII
LIMITATION OF LIABILITY**

To the fullest extent permitted under the Florida Business Corporation Act and other applicable law, no Director shall be personally liable to the Company or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the law of the Company's state of incorporation is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of this Company shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a Director of the Company existing immediately prior to such repeal or modification.

**ARTICLE VIII
INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article IX, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

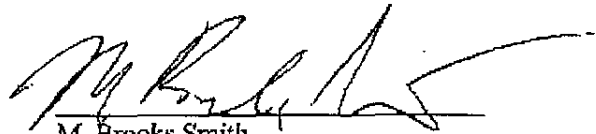
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ARTICLE IX
AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of the Company has executed these Amended and Restated Articles of Incorporation this 21st day of April, 2006.


M. Brooks Smith,
Chief Executive Officer

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