

P02000122642

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Amended & Restated

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03 JAN -3 AM 11:43

DIVISION OF CORPORATION

FILED

03 JAN -3 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**00789, 00579, 00547, 02576, 00672*

RR

1/7/03



ACCOUNT NO. : 072100000032

REFERENCE : 879020. 727284

AUTHORIZATION : Patricia *Figlio*

COST LIMIT : \$ 43.75

ORDER DATE : January 3, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 879020-005

CUSTOMER NO: 7127284

CUSTOMER: Bruce Stutsman, Esq
Stutsman & Thames, P.a.
121 West Forsyth Street
Suite 600
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: GREENWAY HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 6, 2003

CSC
Atten: Sara Lea
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GREENWAY HOLDINGS, INC.
Ref. Number: P02000122642

We have received your document for GREENWAY HOLDINGS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 303A00000498

RESUBMIT

Please give original
submission date as file date.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

GREENWAY HOLDINGS, INC.

(DOCUMENT NUMBER P02000122642)

FILED
03 JAN -3 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Section 607.1005, the undersigned, being the sole incorporator of this Corporation, adopts the following Amended and Restated Articles of Incorporation on behalf of the Corporation.

ARTICLE I-NAME

The name of this Corporation is Greenway Holdings, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the principal office of this Corporation is 8131 Baymeadows Circle West, Suite 204, Jacksonville, Florida 32256.

ARTICLE III-SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Eighteen Million Three Hundred Seventy-Five Thousand (18,375,000), (collectively, the "Stock"), and shall consist of five classes of shares designated as follows:

A. **Classification of Stock.** The classes of shares shall be designated as follows:

1. **Class A Common Stock.** One Hundred Thousand (100,000) shares of Class A Common Stock of the par value of One Cent (\$.01) and one vote per share (sometimes referred to as the "Class A Common Stock").

2. **Class B Common Stock.** Seventy-Five Thousand (75,000) shares of Class B Common Stock of the par value of One Cent (\$.01) and no voting rights (sometimes referred to as the "Class B Common Stock").

3. **Class A Preferred Stock.** Eighteen Million (18,000,000) shares of Class A Preferred Stock of the par value of One Dollar (\$1.00) and no voting rights (sometimes referred to as the "Class A Preferred Stock").

4. **Class B Preferred Stock.** One Hundred Thousand (100,000) shares of Class B Preferred Stock of the par value of One Dollar (\$1.00) and no voting rights (sometimes referred to as the "Class B Preferred Stock").

5. Class C Preferred Stock. One Hundred Thousand (100,000) shares of Class C Preferred Stock of the par value of One Dollar (\$1.00) and no voting rights (sometimes referred to as the "Class C Preferred Stock").

B. Voting. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to express consent or dissent in writing without a meeting, the entire voting power shall be vested in the holders of the outstanding shares of the Class A Common Stock. Every holder of the outstanding shares of the Class A Common Stock shall be entitled to one (1) vote in person or by proxy for each share of Class A Common Stock standing in his or her name. The holders of Class B Common Stock shall be entitled to notice of any stockholders' meeting, but shall not be entitled to vote upon the election of directors or upon any other matter. The holders of any class of Preferred Stock shall not be entitled to notice of any stockholders' meeting or to vote upon the election of directors or upon any other matter.

C. Conversion of Class B Common Stock.

1. Conversion. The shares of Class B Common Stock are convertible into shares of Class A Common Stock, at the option of the record holder, upon receipt by the President or Secretary of this Corporation of written authorization, in form satisfactory to the President or Secretary of this Corporation, subject to the written approval of the Florida Department of Insurance authorizing such conversion. Each share of Class B Common Stock can be converted into one (1) share of Class A Common Stock. The holder of shares of the Class B Common Stock may elect to convert any or all of such shares at one time or at various times in such holder's discretion. Such right shall be exercised by the surrender of the certificate representing each share of the Class B Common Stock to be converted to this Corporation at its principal executive offices, accompanied by a written notice of the election by the holder thereof to convert and (if so required by this Corporation) by instruments of transfer, in form satisfactory to this Corporation, duly executed by such holder or such holder's duly authorized attorney. The issuance of a certificate or certificates for shares of the Class A Common Stock upon conversion of shares of the Class B Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate or certificates is or are to be issued in a name other than that of the holder of the share or shares of the Class B Common Stock converted, the person requesting the issuance thereof shall pay to this Corporation the amount of any tax which may be payable in respect of any such transfer, or shall establish to the satisfaction of this Corporation that such tax has been paid. As promptly as practicable after the surrender for conversion of a certificate or certificates representing shares of the Class B Common Stock and the payment of any tax as hereinabove provided, this Corporation will deliver or cause to be delivered to, upon the written order of, the holder of such certificate or certificates, a certificate or certificates representing the number of shares of the Class A Common Stock issued in such name or names as the holder may direct. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the certificate or certificates representing shares of the Class B Common Stock (if on such date the transfer books of this Corporation shall be closed, then immediately prior to the close of business on the first date thereafter that said books shall be open), and all rights of such holder arising from ownership of shares of the Class B Common Stock shall cease at such time, and the person or

persons in whose name or names the certificate or certificates representing shares of the Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of the Class A Common Stock at such time and shall have and may exercise all the rights and powers appertaining thereto. No adjustments in respect of past cash dividends shall be made upon the conversion of any share of the Class B Common Stock; provided, however, that if any shares of the Class B Common Stock shall be converted subsequent to the record date for the payment of a cash or stock dividend or other distribution on shares of the Class B Common Stock but prior to such payment, the registered holder of such shares at the close of business on such record date shall be entitled to receive cash or stock dividend or other distribution payable to holders of the Class B Common Stock. This Corporation shall at all times reserve and keep available, solely for the purpose of issue upon conversion of outstanding shares of the Class B Common Stock, such number of shares of the Class A Common Stock as may be issuable upon the conversion of all such outstanding shares of the Class B Common Stock. All shares of the Class A Common Stock which may be issued upon conversion of fully paid and nonassessable shares of the Class B Common Stock will, upon issue, be fully paid and nonassessable. The rights of a Class A Common Stock stockholder shall not inure to a Class B Common Stock stockholder until the surrender to the Corporation at its principal executive offices of the certificate or certificates representing each share of the Class B Common Stock to be converted.

2. Retirement. If any share of Class B Common Stock is converted as provided for in this Section C, it shall be retired and not reissued.

3. Nonconvertible Classes of Stock. Class A Preferred Stock, Class B Preferred Stock, and Class C Preferred Stock are not convertible into Common Stock.

D. Dividends.

1. Class A and Class B Common Stockholders. Subject to all of the rights of the holders of Preferred Stock, dividends may be paid on the Common Stock, as and when declared by the Board of Directors, out of this Corporation's available and accumulated surplus funds as permitted by Florida law and applicable insurance regulations ("Surplus").

2. Class A Preferred Stockholders. The holders of Class A Preferred Stock shall be entitled to receive dividends thereon at the rate of eight and one-quarter percent (8.25 %) per annum and no more, payable out of Surplus, semiannually on the fifteenth days of January and July in each year, as and when declared by the Board of Directors, before any dividend shall be declared, set apart for, or paid upon any other class of Stock of the Corporation. The dividends on the Class A Preferred Stock shall be cumulative, so that if the Corporation fails in any fiscal year to pay such dividends on all of the issued and outstanding Class A Preferred Stock, such deficiency in the dividends shall be fully paid, but without interest, before any dividends shall be paid on or set apart for the other classes of Stock. Subject to the foregoing provisions, the Class A Preferred Stock shall not be entitled to participate in any other dividends or additional Surplus of the Corporation.

3. **Class B and Class C Preferred Stockholders.** The Class B and Class C Preferred Stock shall not entitle the holders thereof to receive out of the Surplus a dividend. Any dividends to be provided to the holders of Class B and Class C Preferred Stock shall be payable as and when, and under the terms set by, the Board of Directors in its sole discretion deems advisable.

E. **Redemption of Preferred Stock.** The Corporation may redeem the whole or any part of any class of the Preferred Stock at the option of the Board of Directors at any time by paying \$1.00 per share to the holder thereof. As provided in paragraph D herein, dividends on Class A Preferred Stock are cumulative, and no shares of Class A Preferred Stock may be redeemed unless full cumulative dividends on Class A Preferred Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them. Thirty (30) days' previous notice in writing shall be given by registered mail to the holders of Preferred Stock being redeemed at their addresses as set forth in the records of the Corporation. On or before the date set in such notice for redemption, the holders of such Preferred Stock shall deliver certificates thereof to the treasurer of the Corporation at the place designated in the notice and shall receive \$1.00 per share for such redemption. In the event that all of such Preferred Stock is not so redeemed, new certificates shall thereupon be issued to the holders thereof for the remaining shares of such Preferred Stock still held by them. In the event that any holder of Preferred Stock shall fail on or before the date fixed for redemption to deliver and surrender the certificate to the treasurer to the Corporation for redemption and to accept the amount to be paid therefor, funds necessary for such redemption shall be set apart by the Corporation and held in a special fund for the payment of the redemption price. The holder of such Preferred Stock shall thereafter be entitled at any time to deliver and surrender the Preferred Stock held by such holder and to receive the amount so set aside for such holder's benefit without any interest thereon. After the making of such monetary deposit, the Corporation shall not be liable to pay to the holder of such Preferred Stock any dividends as called for herein for the period after the date of such monetary deposit; and such Preferred Stock as stated in these Amended and Restated Articles of Incorporation, the Bylaws, or otherwise, shall at once cease, and the holder of such Preferred Stock shall thereafter have only the right to receive the amount so deposited, upon surrender of such Preferred Stock.

F. **Retirement of Class C Preferred Stock.** If any share of Class C Preferred Stock is redeemed as provided for in Section E herein, the shares of Class C Preferred Stock shall be retired and not reissued.

G. **Restrictions on Transfer of Preferred Stock.** No person holding shares of Class A Preferred Stock, Class B Preferred Stock or Class C Preferred Stock of record (hereinafter called a "Preferred Class Holder") may transfer, and this Corporation shall not register the transfer of, any such shares of Class A Preferred Stock, Class B Preferred Stock or Class C Preferred Stock, whether by sale, assignment, gift, bequest, intent, operation of law (including any exchange or conversion in connection with a merger) or otherwise, except to a Permitted Transferee. A Permitted Transferee shall mean, with respect to each Preferred Class Holder, his or her spouse or children or any trust for the principal benefit of the Preferred Class Holder, his or her spouse and/or children or as may otherwise be provided in a written agreement amongst the shareholders.

H. **No Fractional Shares.** No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any share of Stock or exercise of any warrants or stock options. If the

conversion of any share of Stock or exercise of any warrants or stock options results in a fraction, an amount of money equal to such fraction multiplied by the fair market value of one share of Class A Common Stock of the Company on the date on which such conversion or exercise is deemed made shall be paid to the person otherwise entitled to such fraction.

I. Rights upon dissolution. Upon the dissolution of the Corporation, or upon its liquidation, or upon any distribution of its assets by way of return of capital, the holders of the Class A Preferred Stock shall be entitled to receive and be paid, in case such dissolution, liquidation, or distribution of assets shall be voluntary or involuntary, the sum of \$1.00 for each share of Class A Preferred Stock held by them, plus an amount equal to all unpaid accumulated dividends thereon. Following payment to the holders of the Class A Preferred Stock, the Class B Preferred Stock will receive a second priority to the remaining assets of the Corporation, and will receive \$1.00 for each share of Class B Preferred Stock held by them. The holders of the Class C Preferred Stock will receive a third priority to the assets of the Corporation, receiving \$1.00 for each share of Class C Preferred Stock held by them. All remaining assets of the Corporation shall be allocated pro rata among the holders of the Class A and Class B Common Stock. The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a dissolution, liquidation, or distribution of assets of the Corporation within the meaning of this paragraph.

J. Other Rights. Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share of the Stock, regardless of class, shall have identical powers and rights, including, without limitation, dilution and rights to registration of shares.

ARTICLE IV-INDEMNIFICATION OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the directors 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 law, or (iii) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Article IV shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE V-RIGHT OF INDEMNIFICATION

Each person who was or is made a party to or is threatened to be made a party to or is involuntarily involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving (during his or her tenure as director and/or officer) at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnerships joint venture, trust or other enterprise, whether the basis of such proceeding is an alleged action or inaction in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to

the fullest extent authorized by Florida Statutes (or other applicable law), as the same exists or may hereafter be amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with such proceeding. Such director or officer shall have the right to be paid by the Corporation for expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that, if Florida Statutes (or other applicable law) require, the payment of such expenses in advance of the final disposition of any such proceeding shall be made only upon receipt by the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it should be determined ultimately that he or she is not entitled to be indemnified under this Article V or otherwise.

ARTICLE VI- REGISTERED AGENT AND STREET ADDRESS

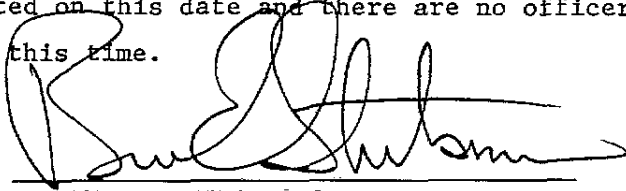
The street address of the registered office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its registered agent at such address is Stutsman & Thames, P.A.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator to these Amended and Restated Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 W. Forsyth Street, Jacksonville, Florida 32202.

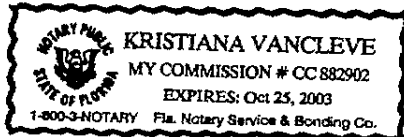
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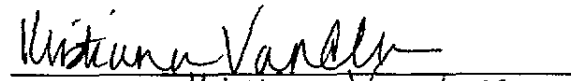
IN WITNESS WHEREOF, the undersigned, being the sole of incorporator of this Corporation, has executed these Amended and Restated Articles of Incorporation this 2nd day of January, 2003. The foregoing was adopted on this date and there are no officers or directors of this corporation at this time.


BRUCE E. STUTSMAN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of January, 2003, by Bruce E. Stutsman, who is personally known to me.




Print Name: Kristiana Vancleve
Notary Public
State and County aforementioned
My commission expires:
Commission No.