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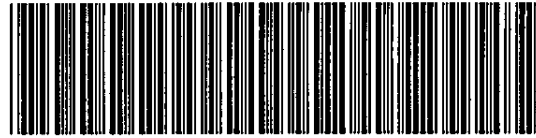
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend Estate
10-23-06
Court copy*

Hutchison Law Group PLLC

October 19, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Prioria Robotics, Inc. (the "Corporation")*

Dear Sir or Madam:

Enclosed for filing please find an original and one (1) copy of the Amended and Restated Articles of Incorporation of the Corporation ("Amended and Restated Articles"). Also enclosed for the filing fee and certified copy of the Amended and Restated Articles is a check in the amount of \$43.75, made payable to the Florida Department of State.

We request that you return the certified copy of the Articles of Amendment in the enclosed self-addressed envelope to:

Lauren Radson
Hutchison Law Group PLLC
5410 Trinity Road, Suite 400
Raleigh, NC 27607

If you have any questions, please do not hesitate to contact me at (919) 829-4309.

Sincerely,



Lauren Radson
Corporate Paralegal

Enclosures
cc: Hallie Miller (w/o enclosures)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRIORIA ROBOTICS, INC.**

Prioria Robotics, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida General Corporation Act, does hereby adopt, amend and restate its Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is Prioria Robotics, Inc. (the "Corporation").

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

Immediately upon the effectiveness of the filing of these Amended and Restated Articles of Incorporation each issued and outstanding share of the Corporation's common stock, no par value (\$0.00) per share (the "Common Stock"), shall be split, reclassified and changed into Ten (10) shares of Common Stock (the "Stock Split"); provided, however, that in lieu of any fractional shares of Common Stock resulting from the Stock Split to which any shareholder would otherwise be entitled (taking into account all shares of Common Stock owned by a shareholder), such shareholder shall be entitled to receive a cash payment equal to the amount determined by the Board of Directors to be the fair value of a share of Common Stock multiplied by the proportion that such fractional share bears to one share of Common Stock.

Immediately following the Stock Split set forth in the preceding paragraph, the authorized capital stock of the Corporation shall be as follows:

The Corporation shall have the authority to issue Five Million (5,000,000) shares of Common Stock and One Million (1,000,000) shares of preferred stock having no par value (\$0.00) per share (the "Preferred Stock").

A. Rights, Preferences and Restrictions of the Common Stock. The following is a description of the Common Stock:

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TALLAHASSEE, FLORIDA

(i) Distributions and Dividends. The Common Stock shall be entitled, when, as and if declared by the Board of Directors of the Corporation, consistent with Florida General Corporation Act, to cash dividends, distributions and redemptions out of funds of the Corporation legally available for that purpose. Each outstanding share of Common Stock shall be entitled to participate ratably in distributions, dividends, and redemptions paid on the Common Stock.

(ii) Voting. Except as otherwise required by Florida General Corporation Act, the Bylaws of the Corporation, or as provided herein, the holders of the Common Stock shall have one vote per share.

B. Rights, Preferences and Restrictions of the Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any such series of Preferred Stock, and the number of shares constituting any such series and the designation thereof. The rights, privileges, preferences and restrictions of any such series of Preferred Stock may be pari passu with or senior to any of those of any present or future class or series of Common Stock or Preferred Stock. The Board of Directors of the Corporation is also authorized to increase or decrease the number of shares of any series of Preferred Stock prior or subsequent to the issuance of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The street address of the registered office of the Corporation is: 4580 NW 49th St., #101, Gainesville, FL 32505 and the name of the registered agent at such address is Bryan da Frota.

ARTICLE VI

The number of Directors of the Corporation shall be fixed in accordance with the Bylaws of the Corporation

ARTICLE VII

The address of the principal office of the Corporation is: 104 North Main Street, Second Floor, Gainesville, FL 32601.

ARTICLE VIII

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE IX

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable provisions of the Florida General Corporation Act or any successor provision, (iv) for any transaction from which such Director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

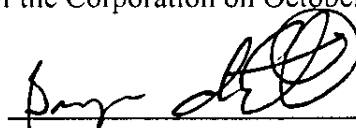
Furthermore, notwithstanding the foregoing provision, in the event that the Florida Business Corporation Act is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Florida Business Corporation Act, in the Corporation's Articles of Incorporation, as amended from time to time, the Bylaws of the Corporation, as amended from time to time, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

* * *

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation on May 5, 2006, in accordance with the Florida Business Corporation Act and the holders of the requisite number of shares of the Corporation on October 6, 2006, in accordance with Section 607.0704 of the Florida Business Corporation Act and each in accordance with the Articles of Incorporation and Bylaws of the Corporation, each as in effect as of such date.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on October 13, 2006



Bryan da Frota
President