

To: FL Dept. of State
Subject: 000176.68737

From: Katie Wonsca

Monday, May 21, 2007 8:42 AM Page: 1 of 7

P03000030446

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000137253 3)))



H070001372533ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

** Need Confirmation today
please. **

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000176.68737

COR AMND/RESTATE/CORRECT OR O/D DESIGN

ACCESS CARD SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

RECEIVED
07 MAY 21 AM 8:00
DIVISION OF CORPORATIONS

FILED
07 MAY 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*Amended & Restated
Art.*

5/21/2007 8:38:56 AM

05-21-07 DC

To: 'FL Dept. of State'
Subject: 000176.68737

From: Katie Wonsch

Monday, May 21, 2007 8:42 AM Page: 2 of 7

H07000137253 3

**Amended and Restated
Articles of Incorporation
of
Access Card Systems, INC.
(a Florida corporation)**

The undersigned, acting in his capacity as President of ACCESS CARD SYSTEMS, 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 ACCESS CARD SYSTEMS, INC. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on March 17, 2003, effective as of March 18, 2003.

2. On or about, May 21, 2007, the shareholders of the Corporation approved these Amended and Restated Articles of Incorporation, including all amendments, with the number of votes cast for the amendments being sufficient for approval.

3. 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 ACCESS CARD SYSTEMS, INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The current address of the principal place of business of the Corporation is 1560 Sawgrass Corporate Parkway, 4th Floor, Sunrise, Florida 33323; such principal place of business of the Corporation may be relocated to such address as designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida is Larry J. Hunt, 1560 Sawgrass Corporate Parkway, 4th Floor, Sunrise, Florida 33323.

**ARTICLE III
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, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

FTL 106721763v1

FILED
07 MAY 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000137253 3

H07000137253 3

ARTICLE IV
CAPITAL STOCK

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine in its sole discretion. All shares of capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 30,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock").

A. Common Stock

A statement of the powers, privileges and rights, and the qualifications, limitations and restrictions, in respect of the Common Stock of the Corporation, is as follows:

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.
2. 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. Except as otherwise required by law or these Articles of Incorporation or any shareholders' agreement to which the Corporation and its shareholders may be a party, the holders of Common Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including in connection with any action by written consent of shareholders).
3. Dividends. Subject to provisions of law and to these Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times and in such amounts as the Board of Directors may determine in its sole discretion.
4. Liquidation. Subject to provisions of law and to these Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

B. Options, Warrants & Rights

1. The Corporation may issue options, warrants and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the

H07000137253 3

H07000137253 3

consideration for which, and terms and conditions upon which, the shares are to be issued upon exercise thereof).

2. The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

ARTICLE V **BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than one member, with the actual number of members being fixed in the Bylaws of the Corporation or 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.

ARTICLE VI **DIRECTOR ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors or at a meeting of any committee of the Board of Directors may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of all members of the Board of Directors, or of such committee of the Board of Directors. The action must be evidenced by one or more written consents describing the action to be taken and signed by each director, or committee member, which consent(s) shall be filed in the minutes of the proceedings of the Board of Directors. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE VII **CALL OF SPECIAL SHAREHOLDERS MEETING**

Except as otherwise required by applicable law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of applicable law) (i) the holders of not less than thirty-three and one-third (33 1/3) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors, Chief Executive Officer or President, or (c) the Corporation's Secretary upon the written request of two

H07000137253 3

H07000137253 3

or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the FBCA (or a successor provision of such law) may be conducted at a special shareholders' meeting.

ARTICLE VIII
SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such action having not less than the minimum number of votes (including, if and as applicable, the minimum number of votes of any voting groups entitled to vote separately on the matter) necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. The action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE IX
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 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 IX 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 X
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 or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by

H07000137253 3

H07000137253 3

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 X 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 X.

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 X to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X 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 X 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 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 X.

ARTICLE XI AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any right conferred upon the shareholders is expressly subject to this reservation.

H07000137253 3

To: 'FL Dept. of State'
Subject: 000176.68737

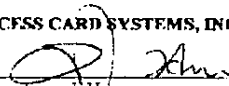
From: Katie Wonsch

Monday, May 21, 2007 8:42 AM Page: 7 of 7

H07000137253 3

IN WITNESS WHEREOF, the undersigned incorporator, pursuant to the laws of the State of Florida, has executed these Articles of Incorporation of **ACCESS CARD SYSTEMS, INC.** this 21st day of May in the year 2007.

ACCESS CARD SYSTEMS, INC.


Name: Larry J. Hyatt
Title: President

H07000137253 3