

P03000057079

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

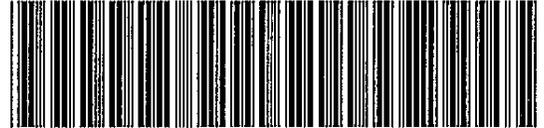
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



700037957657

Amended & Restated

07/20/04--01001--003 **35.00

Articles

DIVISION OF CORPORATION

04 JUL 19 PM 1:58

RECEIVED

*DR
7/19/04*

FILED
04 JUL 19 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/19/04 *[Signature]*

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Amend

1.) Vault Networks, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VAULT NETWORKS, INC.**

FILED
04 JUL 19 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being the sole director, officer and shareholder of Vault Networks, Inc. (the "Corporation"), hereby files the following amended and restated articles of incorporation for the Company:

ARTICLE 1. NAME

The name of the corporation is **VAULT NETWORKS, INC.** (hereinafter the "Corporation").

ARTICLE 2. PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3. PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

200 S.E. First Street
Suite 703
Miami, Florida 33131.

ARTICLE 4. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 7,500 par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 5. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6. REGISTERED AGENT

The street address of the Corporation's registered agent in the State of Florida shall be:

Spiegel & Utera, P.A.
1840 SW 22 Street
4th Floor
Miami, FL 33145

ARTICLE 7. EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 8. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

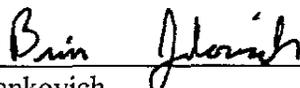
ARTICLE 9. BOARD OF DIRECTORS

The initial board of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Brian Jankovich shall serve as the director of the Corporation until his replacement or the addition of other directors in accordance with Florida law.

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated articles of incorporation on July 15, 2004.



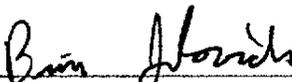
Brian Jankovich.
President

**RESOLUTION OF THE
SHAREHOLDERS OF
VAULT NETWORKS, INC.**

July 15, 2004

The undersigned, shareholders Vault Networks, Inc. (the "Corporation"), hereby consent to and approve the following actions:

RESOLVED, that the Board of Directors and the officers of the Corporation are authorized to execute the Amended and Restated Articles of the Corporation as presented to it on July 15, 2004, and is authorized take all such actions as may be required to discharge the Corporation's duties thereunder.



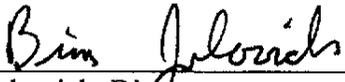
Brian Jankovich, Sole Shareholder

**RESOLUTION OF THE
BOARD OF DIRECTORS OF
VAULT NETWORKS, INC.**

July 15, 2004

The undersigned, members of the Board of Directors of Vault Networks, Inc. (the "Corporation"), hereby consent to and approve the following actions:

RESOLVED, that the President of the Corporation is authorized to execute the Amended and Restated Articles of the Corporation as presented to it on July 15, 2004, and is authorized take all such actions as may be required to discharge the Corporation's duties thereunder.



Brian Jankovich, Director

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VAULT NETWORKS, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Vault Networks, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Certificate of Incorporation of the Corporation was filed with the Department of State on April 23, 2003 (the "Articles").
2. The Amended and Restated Articles of Incorporation, which are attached hereto (the "New Articles") amend and restate the current Articles in their entirety as follows:
 - a. Article 1 of the Articles was not changed.
 - b. Article 2 of the Articles was not changed.
 - c. Articles 3 of the Articles were amended to change the principal office of the Corporation to 200 S.E. First Street, Suite 703.
 - d. Article 4 of the Articles was deleted.
 - e. Article 5 of the Articles was deleted.
 - f. Article 6 of the Articles was renumbered as Article 4 and amended as follows:

ARTICLE 4. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 7,500 par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

- g. Article 7 of the Articles was deleted.
- h. Article 8 of the Articles was deleted.
- i. Article 9 of the Articles was deleted.
- j. Article 10 of the Articles was not changed, but renumbered as Article 5.
- k. Article 11 of the Articles was deleted.

- l. Article 12 of the Articles was renumbered as Article 6 and changed as follows:

ARTICLE 6. REGISTERED AGENT

The street address of the Corporation's registered agent in the State of Florida shall be:

Spiegel & Utera, P.A.
1840 SW 22 Street
4th Floor
Miami, FL 33145

- m. Article 13 of the Articles was deleted.
- n. Article 14 of the Articles was not changed, but renumbered as Article 7.
- o. Article 15 of the Articles was renumbered as Article 8 and changed as follows:

ARTICLE 8. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

- p. A new article numbered 9 was added as follows:

ARTICLE 9. BOARD OF DIRECTORS

The initial board of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Brian Jankovich shall serve as the director of the Corporation until his replacement or the addition of other directors in accordance with Florida law.

- q. A new article numbered 10 was added as follows:

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

3. Pursuant to Section 607.11003 of the Florida Business Corporation Act, the resolution proposing the New Articles was duly adopted by the Board of Directors of the Corporation on July 15, 2004 and was recommended and approved by all of the shareholders of the Corporation entitled to vote thereon at a duly called special meeting held on July 15, 2004.

4. The effective date of these Amended and Restated Articles of Incorporation shall be immediately upon approval by the Secretary of State.

IN WITNESS WHEREOF, Vault Networks, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President on this 15th day of July, 2004.

VAULT NETWORKS, INC.

By: Brian Jankovick
Name: Brian Jankovick
Title: President and Director