

To: +1 (850) 205-0380
Subject:

From: Patricia Tadlock

Friday, April 07, 2006 2:42 PM Page: 1 of 13

P03000067188

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.

((H06000093370 3)))

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

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
06 APR -7 AM 9:09

0150.50450

COR AMND/RESTATE/CORRECT OR O/D RESIGN

UNDER THE CANOPY, INC.

RECEIVED
06 APR -7 AM 8:00
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

Ps 4/10/06
Amend + Res

H06000093370 3

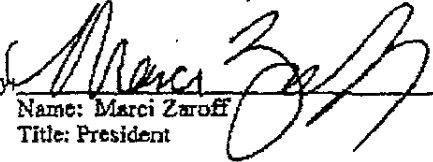
**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNDER THE CANOPY, INC.**

Under the Canopy, Inc., a Florida corporation (the "~~Corporation~~"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "~~Act~~"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Under the Canopy, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was June 17, 2003.
2. The Corporation is hereby amending and restating its Articles of Incorporation filed on June 17, 2003, as set forth in the Amended and Restated Articles of Incorporation of Under the Canopy, Inc., attached hereto (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain certain amendments to the Corporation's Articles of Incorporation, which require shareholder approval, and the Amended and Restated Articles were adopted and approved on March 30, 2006 by the Corporation's directors and shareholders pursuant to a written consent, the number of votes cast being sufficient for approval in the manner prescribed by Sections 607.1003-1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of April 4, 2006.

UNDER THE CANOPY, INC.

By 
Name: Marci Zaroff
Title: President

1106000093370 3

H06000093370 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNDER THE CANOPY, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 APR - 7 AM 9:09

ARTICLE I

NAME

The name of the Corporation is Under the Canopy, Inc. (the "Corporation"), Document #P03000067188, filed June 17, 2003.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the principal office of this Corporation is 3601 N. Dixie Highway, Bay #1, Boca Raton, Florida 33431.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

1. Capital Stock

The aggregate number, class and par value of shares which the Corporation is authorized to issue is Two Hundred Million (200,000,000) shares, consisting of:

(A) One Hundred Fifty Million (150,000,000) shares of common stock with a par value of \$0.0001 per share (the "Common Stock"); and

(B) Fifty Million (50,000,000) shares of preferred stock with a par value of \$0.0001 per share (the "Preferred Stock"), of which 30,000,000 shares have been designated as "Series A Convertible Preferred Stock." Article IV hereof contains a description of the Preferred Stock and a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof.

2. Common Stock

(A) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of any issued and outstanding Preferred Stock.

H06000093370 3

H06000093370 3

(B) 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 Amended and Restated Articles of Incorporation, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

(C) Dividends. Subject to provisions of law and Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

(D) Liquidation. Subject to provisions of law and Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

3. Preferred Stock

(A) Authority of Board. The preferences and relative, participating or other rights of the Preferred Stock, and the qualifications, limitations or restrictions thereof are as follows:

(1) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

(2) Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the preferences and relative, participating, optional or other special rights, if any, with respect to any class or series;

(c) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

H06000093370 3

H06000093370 3

(d) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(e) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(f) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same of any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(g) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

(B) Series A Preferred Stock.

(1) Designation and Amount. A total of 30,000,000 shares of the Corporation's Preferred Stock shall be designated as "Series A Convertible Preferred Stock" (hereinafter, the "Series A Preferred Stock").

(2) Voting Rights of Series A Preferred Stock. Except as otherwise expressly provided in Article IV, Section 3(B)(10) hereof or as otherwise required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of Common Stock into which such holder's respective shares of Series A Preferred Stock could then be converted, pursuant to the provisions of Article IV, Section 3(B)(3) hereof, at the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. Except as otherwise expressly provided in Article IV, Section 3(B)(10) hereof or as otherwise required by law, the

H06000093370 3

H06000093370 3

holders of shares of Series A Preferred Stock and Common Stock shall vote together as a single class on all matters.

(3) Conversion.

(a) Conversion at the Option of the Holder. Each share of Series A Preferred Stock shall be convertible at the option of the holder at any time. Initially, the conversion ratio shall be 1-to-1 (i.e., each share of Series A Preferred Stock shall be convertible into one share of Common Stock) (the "Conversion Ratio"); provided, however, that the Conversion Ratio shall be subject to adjustment as set forth herein.

(b) Automatic Conversion. (i) Upon (a) the completion of a QPO, or (b) the election of holders of a majority of the shares of Series A Preferred Stock, all shares of Series A Preferred Stock then outstanding shall, by virtue and simultaneously with such QPO or election, and without any action on the part of the holders or the Corporation, be automatically converted into that number of fully paid and non-assessable shares of Common Stock into which such shares of Series A Preferred Stock would have been convertible in the event of an optional conversion at such time pursuant to Article IV, Section 3(B)(3)(a) hereof.

A "QPO" means an underwritten public offering of the shares of Common Stock pursuant to an effective registration statement on Form S-1 or other appropriate form (or such successor for as then in effect) in which the gross proceeds to the Corporation equal or exceed \$15 million.

(ii) Upon the occurrence of the conversion events specified in the preceding paragraph (b)(i), the holders of the Series A Preferred Stock shall, upon notice from the Corporation, surrender the certificates representing such shares at the office of the Corporation or of its transfer agent for the Common Stock. Thereupon, there shall be issued and delivered to such holder a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Preferred Stock so surrendered were convertible on the date on which such conversion occurred. The Corporation shall not be obligated to issue such certificates unless certificates evidencing the shares of Series A Preferred Stock being converted are either delivered to the Corporation or any such transfer agent, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

(c) Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or different number of shares of any class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Article IV, Section 3(B) hereof, or a merger, consolidation or sale of all or substantially all of the Corporation's capital stock or assets to any other person), then and in each such event the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of capital stock and other securities and property receivable upon such reorganization, recapitalization, reclassification or other change by the holders of the number of

H06000093370 3

H06000093370 3

shares of Common Stock into which such shares of Series A Preferred Stock might have been converted immediately prior to such reorganization, recapitalization, reclassification or change, all subject to further adjustment as provided herein.

(d) Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, re-capitalization or otherwise) the outstanding shares of Common Stock into a greater number of shares or if the Corporation at any time combines (by reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares, the number of shares of Common Stock issuable upon conversion of any shares of Series A Preferred Stock shall be appropriately and proportionately increased or decreased, as the case may be.

(e) Merger, Consolidation or Sale of Assets. Subject to the provisions hereof, if at any time or from time to time there shall be a merger or consolidation of the Corporation with or into another corporation (other than a merger or reorganization involving only a change in the state of incorporation of the Corporation), or the sale of all or substantially all of the Corporation's capital stock or assets to any other person, then, as a part of such reorganization, merger, or consolidation or sale, a provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger or consolidation, to which such holder would have been entitled if such holder had converted its shares of Series A Preferred Stock immediately prior to such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Article IV, Section 3(B)(3) to the end that the provisions of this Article IV, Section 3(B)(3) (including adjustment of the number of shares of Common Stock or other securities issuable upon conversion of such shares of Series A Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

(f) Certificate as to Adjustments; Notice by Corporation. In each case of an adjustment or readjustment of the Conversion Ratio, the Corporation at its expense will furnish each holder of Series A Preferred Stock with a certificate prepared by the Treasurer or Chief Financial Officer of the Corporation, showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

(g) Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Series A Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series A Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series A Preferred Stock being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series A Preferred Stock being

H06000093370 3

H06000093370 3

converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock in accordance with the provisions of this Article IV, Section 3(B)(3), rounded up to the nearest whole share as provided in Article IV, Section 3(B)(3)(i), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series A Preferred Stock shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(h) No Issuance of Fractional Shares. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series A Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series A Preferred Stock, the Corporation shall round up to the next whole share of Common Stock issuable upon the conversion of shares of Series A Preferred Stock. The determination as to whether any fractional shares of Common Stock shall be rounded up shall be made with respect to the aggregate number of shares of Series A Preferred Stock being converted at any one time by any holder thereof, not with respect to each share of Series A Preferred Stock being converted.

(i) Partial Conversion. In the event some but not all of the shares of Series A Preferred Stock represented by a certificate(s) surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series A Preferred Stock which were not converted.

(j) Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock (including any shares of Series A Preferred Stock represented by any warrants, options, subscription or purchase rights for Series A Preferred Stock), and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock (including any shares of Series A Preferred Stock represented by any warrants, options, subscriptions or purchase rights for such Preferred Stock), the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(k) No Reissuance of Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue. Under such circumstances, the Corporation shall from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series A Preferred Stock.

H06000093370 3

H06000093370 3

(4) Liquidation, Dissolution or Winding Up.

(a) Treatment at Sale, Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made to any holders of any Common Stock, the holders of shares of Series A Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock whether such assets are capital, surplus or earnings, an amount equal to \$.11 per share of Series A Preferred Stock (the "Original Purchase Price") (which amount shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Series A Preferred Stock) (such amount, as so determined, is referred to herein as the "Series A Liquidation Value" with respect to such shares).

(b) Pro-rata Participation. After payment has been made to the holders of the Series A Preferred Stock in accordance with this Article IV, Section 3(B)(4), the remaining assets shall be distributed ratably among the holders of the then outstanding Common Stock.

(c) Insufficient Funds. If upon such liquidation, dissolution or winding up, the assets or surplus funds of the Corporation to be distributed to the holders of shares of Series A Preferred Stock shall be insufficient to permit payment to such respective holders of the full Series A Liquidation Value and all other preferential amounts payable with respect to the Series A Preferred Stock, the assets available for payment or distribution to such holders shall be distributed ratably among the holders of the then outstanding shares of the Series A Preferred Stock.

(5) Dividends. The holders of record of shares of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, in its sole discretion, but only out of funds that are legally available therefor, dividends in the same form and per share amount, and payable at the same time as, any dividends declared or paid with respect to shares of the Common Stock. Such dividends shall be payable per share of Series A Preferred Stock in an amount equal to the dividends per share payable on the number of shares of Common Stock into which each share of Series A Preferred Stock would be convertible under Article IV, Section 3(B)(3)(a) on the record date for determining eligibility to receive such dividends, or if not such date is established, on the date such dividends are actually paid.

(6) Registration of Transfer. The Corporation will keep at its principal office a register for the registration of shares of Series A Preferred Stock. Upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation will, at the request of the record holders of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing the aggregate number of shares of Series A Preferred Stock represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of Series A Preferred Stock as is required by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

H06000093370 3

H06000093370 3

(7) Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of an unsecured indemnity from the holder reasonably satisfactory to the Corporation or, in the case of such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Series A Preferred Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

(8) Notices of Record Date. In the event of:

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of capital stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Corporation,

then and in each such event the Corporation shall mail or cause to be mailed to each holder of Series A Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed by first class mail, postage prepaid, at least fifteen (15) days prior to the earlier of (1) the date specified in such notice on which such record is to be taken and (2) the date on which such action is to be taken.

(9) Notices. Except as otherwise expressly provided, all notices referred to herein will be in writing and will be deemed to have been duly given (i) on the date of service if served personally on the party to whom notice is to be given, (ii) on the date of transmittal of services via telecopy to the party to whom notice is to be given (with a confirming copy being delivered within 24 hours thereafter), (iii) on the third day after mailing if mailed to the party to whom notice is to be given, by first class mail, registered or certified, postage prepaid, or (iv) on the date of delivery if sent via overnight courier providing a receipt and in each case properly addressed (x) to the Corporation, at its principal executive offices and

H06000093370 3

H06000093370 3

(y) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated in writing by any such holder).

(10) Restrictions and Limitations on Corporate Action and Amendments to Charter. The Corporation shall not take any corporate action without the approval by vote or written consent of the holders of more than fifty percent (50.0%) of the then outstanding shares of Series A Preferred Stock, if such corporate action or amendment would:

(a) alter or change the rights, preferences or privileges of the Series A Preferred Stock;

(b) increase or decrease the authorized number of shares of Common Stock, Series A Preferred Stock, or shares reserved for issuance under the Corporation's stock option plan;

(c) create a class or series of stock (or securities convertible into such shares) having any preference or priority over or on a parity with the Series A Preferred Stock;

(d) trigger the payment of a dividend or other distribution on Common Stock or requires the Corporation to redeem or repurchase Common Stock or Series A Preferred Stock (not including those actions pursuant to equity incentive agreements with employees, consultants, directors or other service providers which give the Corporation the right to repurchase shares at cost upon the termination of services);

(e) reclassify or recapitalize the outstanding capital stock of the Corporation;

(f) sell assets, merge, be acquired by or reorganize with another company in which the Corporation will not be the surviving entity, or participate in any transaction or series of transactions in which all or substantially all of the assets of the Corporation are sold, transferred or exclusively licensed,

(g) increase or decrease the size of the Board of Directors; or

(h) change the percentage of Series A Preferred Stock required to approve any of the foregoing.

ARTICLE V

REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is Marci Zaroff, 3601 N. Dixie Highway, Bay #1, Boca Raton, Florida 33431.

H06000093370 3

H06000093370 3

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have no fewer than five (5) directors. The number of members of the Corporation's Board of Directors shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors, to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

[the remainder of this page was intentionally left blank]

H06000093370 3

To: +1 (850) 205-0380
Subject

From: Patricia Tadlock

Friday, April 07, 2006 2:42 PM Page: 13 of 13

H06000093370 3

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 4th day of April, 2006.

UNDER THE CANOPY, INC.

By: 

Name: Marci Zaroff
Title: President

**CERTIFICATE OF REGISTERED AGENT OF
UNDER THE CANOPY, INC.**

Having been named to accept service of process for Under the Canopy, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, Marci Zaroff agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.


MARCI ZAROFF

Date: April 4, 2006

MIA-FS111769031v04

H06000093370 3