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Division of Corporations

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P030000071877

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BASIC AMENDMENT

GENICO, INC.

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FLORIDA DEPARTMENT OF STATE
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5 pgs

February 24, 2005

GENICO, INC.
6869 STAPOINT COURT
SUITE 114
WINTER PARK, FL 32792

SUBJECT: GENICO, INC.
REF: P03000071877

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The paper work originally filed was Articles of INCORPORATION and not Articles of Organization. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GENICO, INC.**

DOCUMENT NUMBER P03000071877

ARTICLES OF INCORPORATION ORIGINALLY FILED ON JUNE 27, 2003

The Articles of Incorporation are amended and restated to eliminate and amend Articles I through VII as provided below.

ARTICLE I

Name, Principal Place of Business, and Duration

The name of the Corporation is GeniCo, Inc. The principal place of business of the Corporation is 6869 Stapoint Court, Suite 114, Winter Park, Florida 32792. The duration of the Corporation is perpetual.

ARTICLE II

Registered Office and Agent

The address of the registered office in the State of Florida is 6869 Stapoint Court, Suite 114, City of Winter Park, County of Orange. The name of the registered agent at such address is Gary W. Haberland.

ARTICLE III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

Capital Stock

3. The total number of shares of capital stock which the Corporation has the authority to issue is 110,000,000 shares consisting of 100,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock.

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4. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the Common Stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by them respectively.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock by series or otherwise, shall be fixed and determined by the Board of Directors in accordance with the provisions of the Business Corporation Act of Florida and these Amended and Restated Articles of Incorporation.

5. The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by the Board of Directors. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in any number or types of classes and/or series and, by filing the appropriate Articles of Amendment (including an Amendment and Restatement of these Articles) with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each such class and/or series and the designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of each such class and/or series.

6. The holders of shares of Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as a separate class of capital stock

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of the Corporation. All references in these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and the Business Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of shares of each class issued by the Corporation and outstanding and entitled to vote.

7. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

8. Any person, upon becoming the owner or holder of any shares of the capital stock having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Amended and Restated Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

9. The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Gary W. Haberland	4630 South Kirkman Road Orlando, Florida 32811

10. The power of the incorporator shall terminate upon the filing of the Amended and Restated Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. 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, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next meeting of shareholders.

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(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Gary W. Haberland	4630 South Kirkman Road Orlando, Florida 32811

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

CERTIFICATE OF AMENDMENT AND RESTATEMENT

The undersigned officer of GeniCo, Inc., a Florida corporation, does hereby certify and attest that by Actions by Written Consent, the Board of Directors recommends and the Shareholders of the Corporation consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of GeniCo, Inc. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the President of the Corporation.

Dated: February 25, 2005


Gary W. Haberland, President