

PO4000099144

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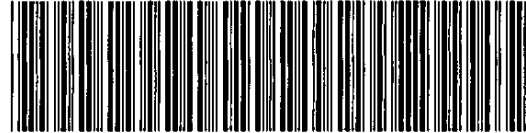
(Business Entity Name)

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Amended &
Restated
Articles

RECEIVED
07 SEP 25 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2007 SEP 25 PM 12:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X02250, 00524, 00672 ADP
9/6/07



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 243062 7127284

AUTHORIZATION :

COST LIMIT : \$ 43.75

[Handwritten signature]

ORDER DATE : September 25, 2007

ORDER TIME : 9:36 AM

ORDER NO. : 243062-005

CUSTOMER NO: 7127284

DOMESTIC AMENDMENT FILING

NAME: VISRE INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 SEP 27 AM 8:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 26, 2007

CSC

Atten: Harry B. Davis
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: VISRE INC
Ref. Number: P04000099144

RESUBMIT
Please give original
submission date as filed date

We have received your document for VISRE INC and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

There are 2 "page 4's". Please select the page 4 that you want to include and resubmit the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 707A00056475

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISRE INC**

(DOCUMENT NUMBER P04000099144)

FILED
2007 SEP 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Section 607.1006, the undersigned, corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is to be amended to "Visre, Inc."

ARTICLE II-PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and the mailing address of the principal office of this Corporation is 10321 Fortune Parkway, Suite 200, Jacksonville, Florida 32256 .

ARTICLE III-SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000) (collectively, the "Stock"), and shall consist of two classes of shares designated as follows:

A. Classification of Stock. The classes of shares shall be designated as follows:

1. **Class A Common Stock.** Ten Million (10,000,000) shares of Class A Common Stock, par value of \$.0001 per share, and one vote per share (sometimes referred to as the "Class A Common Stock").

2. **Class B Common Stock.** Ninety Million (90,000,000) shares of Class B Common Stock, par value of \$.0001 per share, and no voting rights (sometimes referred to as the "Class B Common Stock").

B. Voting. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to express consent or dissent in writing without a meeting, the entire voting power shall be vested in the holders of the outstanding shares of the Class A Common Stock. Every holder of the outstanding shares of the Class A Common Stock shall be entitled to one (1) vote in person or by proxy for each share of Class A Common Stock standing in his or her name. The holders of Class B Common Stock shall be entitled to notice of any stockholders' meeting, but shall not be entitled to vote upon the election of directors or upon any other matter.

C. Dividends. Dividends shall be paid on the Common Stock, equally, without regard to Class A Common Stock or Class B Common Stock as and when declared by the Board of Directors, out of this Corporation's available and accumulated surplus funds as permitted by Florida law and applicable insurance regulations ("Surplus").

D. No Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the conversion of any share of Stock or exercise of any warrants or stock options. If the conversion of any share of Stock from Class B Common Stock to Class A Common Stock, if any such right may be provided at a later date by the Corporation to any person holding Class B Common Stock, or upon exercise of any warrants or stock options results in a fraction, an amount of money equal to such fraction multiplied by the fair market value of one share of Class A Common Stock of the Company on the date on which such conversion or exercise is deemed made shall be paid to the person otherwise entitled to such fraction.

E. Rights upon dissolution. Upon the dissolution of the Corporation, or upon its liquidation, or upon any distribution of its assets by way of return of capital, distributable funds or assets of the Corporation shall be allocated pro rata among the holders of the Class A Common Stock and Class B Common Stock. The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a dissolution, liquidation, or distribution of assets of the Corporation within the meaning of this paragraph.

F. Other Rights. Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share of the Stock, regardless of class, shall have identical powers and rights, including, without limitation, dilution and rights to registration of shares.

G. Antidilution. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) outstanding shares of Class A Common Stock into a greater number of shares, the number of shares distributable to the holders of Class B Common Stock upon conversion shall be proportionately increased, and if the corporation at any time combines (by reverse stock split or otherwise) its outstanding shares of Class A Common Stock into a smaller number of shares, the number of shares distributable to the holders of Class B Common Stock upon conversion shall be proportionately reduced.

H. Preemptive Rights. The holders of Stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares; provided however, that the holders of Class A Common Stock shall have such preemptive rights only in Class A Common Stock or in securities that may be converted into Class A Common Stock or in rights to acquire Class A Common Stock, while the holders of Class B Common Stock shall have such preemptive rights only in Class B Common Stock or in securities convertible into or in rights to acquire Class B Common Stock.

ARTICLE IV-INDEMNIFICATION OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the directors duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Article IV shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE V-RIGHT OF INDEMNIFICATION

Each person who was or is made a party to or is threatened to be made a party to or is involuntarily involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving (during his or her tenure as director and/or officer) at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnerships joint venture, trust or other enterprise, whether the basis of such proceeding is an alleged action or inaction in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Florida Statutes (or other applicable law), as the same exists or may hereafter be amended, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with such proceeding. Such director or officer shall have the right to be paid by the Corporation for expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that, if Florida Statutes (or other applicable law) require, the payment of such expenses in advance of the final disposition of any such proceeding shall be made only upon receipt by the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it should be determined ultimately that he or she is not entitled to be indemnified under this Article V or otherwise.

ARTICLE VI- REGISTERED AGENT AND STREET ADDRESS

The street address of the registered office of this Corporation is 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202, and the name of its registered agent at such address is Stutsman Thames & Markey, P.A.

ARTICLE VII-BOARD OF DIRECTORS

The name and street address of the sole member of this Corporation's Board of Directors are as follows:

William D. Meadow
7950 James Island Trail
Jacksonville, Florida 32256

The following Amended and Restated Articles of Incorporation were adopted by unanimous written consent by the Board of Directors and all of the stockholders for the Corporation effective September 21, 2007, in the manner prescribed by the Florida Business Corporation Act.

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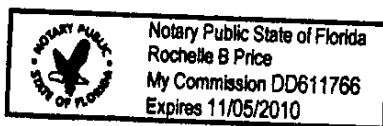
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation effective September 21, 2007.

VISRE INC

By: William D. Meadow
William D. Meadow, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 9/20, 2007, by William D. Meadow, as President of VisRe Inc, a Florida corporation, on behalf of the corporation, who (check one) ☒ is personally known to me or ☐ has produced M300-924-60-363-0 as identification and who did/did not take an oath.



Rochelle B. Price
Print Name: Rochelle B. Price
Notary Public
State and County aforementioned FL/Duval
My commission expires: 11/05/10
Commission No. DD611766

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Visre, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, Duval County, State of Florida, has named Stutsman Thames & Markey, P.A., whose street address is 50 North Laura Street, Suite 1600, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

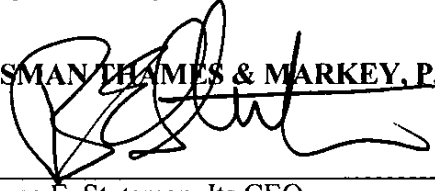
VISRE INC

By: 
William D. Meadow, President

Dated: September 21, 2007

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.

STUTSMAN THAMES & MARKEY, P.A.

By: 
Bruce E. Stutsman, Its CEO

Dated: 9-21, 2007