

FEB. 8. 2005 1:24 PM  
Division of Corporations

HILL WARD HENDERSON

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Florida Department of State  
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**BASIC AMENDMENT**

**MOJO PUBLISHING, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

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*Amended & Rejected*  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MOJO PUBLISHING, INC.**

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MOJO Publishing, Inc., a corporation organized and existing under the Florida Business Corporation Act of the State of Florida (the "FBCA"), certifies as follows:

1. That the name of this corporation is MOJO Publishing, Inc., and that this corporation was originally incorporated pursuant to the FBCA under the same name on August 9, 2004.

2. That the Board of Directors adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring the amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders for the amendment, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in their entirety to read as follows:

**FIRST:** The name of this corporation is MOJO Publishing, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Florida is 6850 Gulf Boulevard, St. Petersburg Beach, Florida 33706. The name of its registered agent at such address is Matthew Gough.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"). 1,000 shares of the authorized Common Stock of the Corporation are designated "Class A Common Stock" and 111 shares of the authorized Common Stock of the Corporation are designated "Class B Common Stock."

A. Class A Common Stock Dividend Preference. The Corporation shall not declare, pay or set aside any dividends on any shares of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock), unless the holders of the Class A Common Stock then outstanding shall first receive a dividend on each outstanding share of Class A Common Stock in an amount at least equal to (i) the result of (A) \$2,250 (as appropriately adjusted for any stock split, combination or similar transaction after the date of filing of these Amended and Restated Articles of Incorporation) minus (B) the amount, if any, of cash dividends previously paid in respect of each such share of Class A Common Stock. After

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the aggregate payment of all preferential dividends required to be paid to the holders of shares of Class A Common Stock, all remaining dividends paid to the Corporation's shareholders shall be distributed among the holders of the shares of Class A Common Stock, Class B Common Stock, and any other series of Common Stock, pro rata based on the number of shares held by each such holder.

B. Preferential Payments to Holders of Class A Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or any Deemed Liquidation Event (as defined below), the holders of shares of Class A Common Stock then outstanding shall be entitled to be paid out of the assets available for distribution to its shareholders, before any payment shall be made to the holders of Class B Common Stock or any other class or series of stock by reason of their ownership thereof, an amount equal to (i) the result of (A) \$2,250 (as appropriately adjusted for any stock split, combination or similar transaction after the date of filing of these Amended and Restated Articles of Incorporation) ~~minus~~ (B) the amount, if any, of cash dividends previously paid in respect of each such share of Class A Common Stock. If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of shares of Class A Common Stock the full amount to which they shall be entitled, the holders of shares of Class A Common Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. After the payment of all preferential amounts required to be paid to the holders of shares of Class A Common Stock, the remaining assets available for distribution to the Corporation's shareholders shall be distributed among the holders of the shares of Class A Common Stock, Class B Common Stock, and any other series of Common Stock, pro rata based on the number of shares held by each such holder.

C. Deemed Liquidation Events. The following events shall be deemed to be a liquidation of the Corporation (a "Deemed Liquidation Event"):

1. a merger, consolidation, or reorganization in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation;
2. the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole; or
3. the issuance or sale of securities, in any transaction or series of related transactions, to any person or entity or affiliated group of persons or entities, that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation.

D. Waiver. Any of the rights or preferences of the holders of Class A Common Stock set forth herein may be defeased only by the affirmative consent or vote of the holders of 100% of the shares of Class A Common Stock then outstanding.

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**FIFTH:** Subject to any additional vote required by these Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by these Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended after approval by the shareholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which FBCA permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the FBCA. Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

**ELEVENTH:** Subject to any additional vote required by these Articles of Incorporation, 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.

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3. The foregoing Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of stock in accordance with the FBCA.

4. These Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, has been duly adopted in accordance with the FBCA.

(Signature page follows)

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FEB. 8. 2005

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HILL WARD HENDERSON

NO. 9512 P. 6

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of MOJO Publishing, Inc. have been executed by a duly authorized officer of the Corporation on this 8<sup>th</sup> day of February, 2005.

By:

  
Matthew Gough, President

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