

Division of Corporations

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Florida Department of State
Division of Corporations
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STARTUPS.COM NETWORK, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF****STARTUPS.COM NETWORK, INC.**

In compliance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, Startups.com Network, Inc., hereby amends and restates its Articles of Incorporation in their entirety as follows:

ARTICLE INAME

The name of the corporation is STARTUPS.COM NETWORK, INC. (the "Corporation")

PRINCIPAL ADDRESS

The principal address of the Corporation is 325 South Biscayne Blvd., Suite 1023, Miami, Florida 33131.

The mailing address of the Corporation is 325 South Biscayne Blvd., Suite 1023, Miami, Florida 33131.

ARTICLE IIREGISTERED OFFICE AND AGENT

The street address of the registered agent of the Corporation is: 1000 Brickell Avenue, Suite 300, Miami, Florida 33131, and the name of the registered agent of the Corporation at such address is AGI Registered Agents, Inc.

ARTICLE IIIDURATION

The duration of the Corporation is perpetual.

ARTICLE IVPURPOSES

The general purposes for which the Corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

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(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

POWERS OF THE CORPORATION

The Corporation shall have the same powers, construed as broadly as possible, of an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

ARTICLE VI

AUTHORIZED SHARES

The Corporation is authorized to issue twenty-one million (21,000,000) shares with a par value of \$0.01 per share (the "Common Stock"), which shall be divided into two (2) classes, consisting of twenty million (20,000,000) shares of Class A Common Stock (the "Class A Common Stock") and one million (1,000,000) shares of Class B Common Stock (the "Class B Common Stock"). All shares of Class A Common Stock and Class B Common Stock will be entitled and will entitle the holders thereof to the same rights and privileges, except as otherwise provided herein.

The holders of shares of Class A Common Stock and of Class B Common Stock shall have the following voting rights: (i) each share of Class A Common Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the shareholders of the Corporation, and (ii) the shares of Class B Common Stock shall not be entitled to vote on any matters submitted to a vote of the shareholders of the Corporation. The Class B Common Stock shall automatically convert to Class A Common Stock upon the acquisition of more than fifty percent (50%) of the Class A Common Stock by a person who is not a shareholder of the Corporation on the date hereof.

The foregoing may be amended at any time as provided in the Bylaws of the Corporation and by applicable law.

All holders of shares of Common Stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the Corporation may authorize the issuance at any time and from time to time of additional shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

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The Board of Directors of the Corporation may, by amending or restating these Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the owners of the shares of stock of this Corporation may be subject to a Shareholders' Agreement governing the rights and powers of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, shall be kept on file by the Secretary of the Corporation.

ARTICLE VII

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed to in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII

BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

DIRECTORS

The Directors of a Corporation shall be elected, appointed and removed from office by a majority of the shareholders entitled to vote or as otherwise specified in the By-Laws of the Corporation. The number of Directors constituting the Board of Directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The name and address of the persons who are to serve initially as members of the Board of Directors are:

Gonzalo Arzuaga

325 South Biscayne Blvd., Suite 1023,
Miami, Florida 33131

Matias de Tezanos

325 South Biscayne Blvd., Suite 1023,
Miami, Florida 33131

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The Officers of the Corporation shall be elected, appointed and removed from office by a majority of the Directors or as otherwise specified in the By-Laws of the Corporation. The following person(s) shall serve as the officer(s) of the Corporation and shall hold the position/office designated beside his or her name until his or her resignation or until a successor is duly elected and appointed:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Matias de Tezanos	325 South Biscayne Blvd., Suite 1023, Miami, Florida 33131

ARTICLE X

EFFECTIVE DATE

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

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. In the event of a conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Corporation, the terms and conditions of these Articles of Incorporation shall control.

These Amended and Restated Articles of Incorporation were approved by the Board of Directors without Shareholder action and Shareholder action was not required.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

AGI Registered Agents, Inc.
1000 Brickell Avenue, Suite 300
Miami, Florida 33131

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ARTICLE XIII**INDEMNIFICATION**

The Corporation shall indemnify each Director, Officer, Incorporator, and/or Shareholder in the corporation against any and all liability and expenses incurred or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Director, Officer, Incorporator or Shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being a Director of the Corporation, has hereunto set his hand and affixed the Corporation's seal this 11 day of February 2008.

STARTUPS.COM NETWORK, INC.

By: Name: Matias de TezanosTitle: Director

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