

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.

((H07000012746 3)))



H070000127463AEC.

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:

*Carrie Ramos*  
Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407)843-8880  
Fax Number : (407)244-5690

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CELLMINDER, INC.

Certificate of Status	1
Certified Copy	0
Page Count	8
Estimated Charge	\$43.75

FILED  
07 JAN 16 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
07 JAN 16 AM 8:00  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
JAN 16 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
H07000012746 3

**THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF CELLMINDER, INC.**

The undersigned, acting in his capacity as the President of Cellminder, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as unanimously approved by the Board of Directors of the Corporation in an action by written consent, pursuant to Florida Statute § 607.0821, effective January 15, 2007 and as approved by the holders of greater than a majority of each class of the Corporation's capital stock, in an action by written consent, pursuant to Florida Statute § 607.0704, effective January 15, 2007. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on January 4, 2006, and as further amended on September 13, 2006.

**ARTICLE I – NAME**

The name of the Corporation is Cellminder, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 3293 Beazer Drive, Ocoee, Florida 34761 and the mailing address is the same.

**ARTICLE III – DURATION**

This Corporation shall be perpetual in existence.

**ARTICLE IV – PURPOSE**

This Corporation is organized for the purpose of transaction of any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE V – AUTHORIZED SHARES**

**5.1 Common Stock**

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 20,000,000 shares, with a par value of \$0.01 per share.

## 5.2 Preferred Stock.

The aggregate number of shares of preferred stock which the Corporation shall have authority to issue is 6,333,333 shares, with a par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges, as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of preferred stock, 5,333,333 shares are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article V. The balance of the shares of authorized preferred stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, privileges, preferences and restrictions granted to and imposed upon any wholly unissued series of preferred stock, including a preference with respect to any other series of preferred stock, and to fix the number of shares and designation of any such series of preferred stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.

The Series A Convertible Preferred Stock is referred to herein as the "Series A Preferred". As of December 31, 2006, there were 1,547,589 shares of Series A Preferred outstanding. Effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State, each share of Series A Preferred outstanding at the time of such filing shall split into 1.2667 shares of Series A Preferred and the Liquidation Preference Price in effect prior to the split (\$1.425 per share) shall be reduced to \$1.125 per share to reflect this split. All Series A Preferred stock certificates issued prior to the filing of these Amended and Restated Articles of Incorporation shall be replaced without charge by the Corporation and, until such certificates are replaced, the old certificates shall be deemed to be corrected to reflect this split.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred are as follows:

### A. Dividends; Antidilution.

1. Dividends. The holders of the outstanding Series A Preferred shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash. No dividends may be paid on the common stock until the holders of the Series A Preferred have received dividends or other distributions in cash or in kind totaling the Liquidation Preference for the shares of Series A Preferred outstanding at the time any such dividend is declared by the Board of Directors on the common stock.

## 2. Antidilution.

(a) If, whenever shares of Series A Preferred, which are convertible into shares of common stock, are outstanding, the Corporation increases the number of shares of common stock outstanding in connection with a dividend or other distribution payable in common stock, or shall subdivide its common stock into a greater number of shares of common stock, or shall have combined its common stock into a smaller number of shares of common stock, appropriate adjustment shall be made in the conversion rate so as to make each share of Series A Preferred convertible into the same proportionate amount of common stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b) In the event the Corporation issues shares of preferred stock or notes convertible into shares of common stock for a price per share or conversion price of less than \$0.75 per share ("Lower Price Shares") on or before July 31, 2008 (or agrees to issue such Lower Price Shares before July 31, 2008), the shares of Series A Preferred shall automatically split in the ratio determined by dividing \$0.75 by the per share price or conversion price of the Lower Price Shares and the Liquidation Preference Price shall automatically become 1.5 times the price per share of the Lower Price Shares. As an example, if the Corporation issues shares of a new Series B convertible preferred stock at \$0.50 per share prior to July 31, 2008, the shares of Series A Preferred shall automatically split into \$0.75 divided by \$0.50 or 1.5 shares and the Liquidation Preference Price for the Series A Preferred shall automatically become 1.5 times \$0.50 per share or \$.75 per share.

### B. Liquidation Preference.

1. In the event of any liquidation or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a liquidation ("Liquidation"), the holders of the Series A Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of common stock by reason of their ownership thereof, an amount per share of Series A Preferred equal to the applicable Liquidation Preference Price (as defined below) plus all accrued but unpaid dividends (whether or not declared) on the Series A Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) for each share of Series A Preferred held by them. The Liquidation Preference Price for the Series A Preferred shall be \$1.125 per share (subject to adjustment as set forth in Section 5.2(A)(2)(b)). After the payment of the Liquidation Preference Price as set forth above, the assets or surplus funds of the Corporation, if any, shall be distributed ratably to the holders of the Common Stock and the Series A Preferred on an as-if-converted to Common Stock basis.

2. If upon the occurrence of a Liquidation, the assets and funds thus distributed among the holders of the Series A Preferred shall be insufficient to make payment in full to all holders of Series A Preferred of the liquidation preference set forth herein, then such assets and funds shall be distributed among the holders of Series A Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3. A consolidation, merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a Liquidation.

C. Voting Rights. The holder of each share of Series A Preferred shall be entitled to the number of votes equal to the number of shares of common stock into which such shares of Series A Preferred could then be converted and shall have voting rights and powers equal to the voting rights and powers of the common stock (except as otherwise expressly provided herein or as required by law, voting together with the common stock as a single class) and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of common stock into which shares of Series A Preferred held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

D. Conversion. The holders of Series A Preferred shall have conversion rights as follows (the "Conversion Rights"):

1. Right to Convert. Each share of Series A Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable common stock, subject to the appropriate adjustments set forth in Section 5.2(A)(2).

2. Conversion by Vote of the Holders of the Series A Preferred. Each share of Series A Preferred shall be converted into one share of common stock, subject to the appropriate adjustment set forth in Section 5.2(A)(2), upon the vote of the holders of a majority of the outstanding shares of the Series A Preferred.

3. Automatic Conversion. Each share of Series A Preferred shall automatically be converted into one (1) share of common stock, subject to the appropriate adjustment set forth in Section 5.2(A)(2), immediately upon the closing of the sale of the Corporation's common stock and a firm commitment, underwritten public offering of common stock pursuant to an effective registration statement under the Securities Act of 1933, as amended, provided that such registration statement covers the offer and sale of Common Stock of which the net proceeds to the Corporation equals or exceeds \$20,000,000.

## ARTICLE VI – REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are GrayRobinson, P.A., 301 E. Pine Street, Suite 1400, Orlando, Florida 32801.

## ARTICLE VII – BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time, as provided in the bylaws, but shall never be fewer than one.

## ARTICLE VIII – BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE IX – AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision of these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

## ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation, (b) is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) or is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation, or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Business Entity.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation this 15th day of January, 2007.

CELLMINDER, INC.

By: 

Name: Steven Shickler President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of CELLMINDER, INC., I am familiar with the obligations of the position of registered agent as set forth in Florida Statutes Section 607.0505 and I hereby accept and agree to act in this capacity.

GRAYROBINSON P.A.

By: 

Name: William A. Grimm

Title: Director