

P05000021703

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.

((H05000290752 3)))

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:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

BASIC AMENDMENT

CITI WIFI NETWORKS, INC.

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

FILED
05 DEC 22 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Amend
Restate

H05000290752 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CITI WIFI NETWORKS, INC.**

FILED
05 DEC 22 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The date of filing of the Articles of Incorporation of Citi Wifi Networks, Inc., a Florida corporation (the "Corporation"), with the Florida Secretary of State was February 22, 2005.

SECOND: The undersigned officer hereby files these Amended and Restated Articles of Incorporation, amending and restating the Corporation's Articles of Incorporation in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act.

THIRD: The number of votes cast by the shareholders of the Corporation was sufficient for approval of these Amended and Restated Articles of Incorporation.

FOURTH: The Articles of Incorporation of the Corporation are Amended and Restated as follows:

**ARTICLE I
NAME**

The name of the corporation is Citi Wifi Networks, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

Citi WiFi Networks
42 First Street South
St. Petersburg, FL 33701

**ARTICLE III
CAPITAL STOCK**

The Corporation shall have the authority to issue 10,000 shares of capital stock, no par value per share, of which 10,000 shares are designated as Common Stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

H05000290752 3

ARTICLE IV**DIRECTORS**

The Corporation shall have not less than four (4) or not more than five (5) directors. The number of directors may be either increased or decreased from time to time pursuant to the Bylaws but shall never be less than four (4).

ARTICLE V**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is Citi WiFi Networks, Inc., 42 First Street South, St. Petersburg, FL 33701. The name of the Corporation's registered agent at that address is Frank W. McCarthy.

ARTICLE VI**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under the law.

ARTICLE VII**ADJUSTMENT UPON ISSUANCE OF ADDITIONAL SHARES OF COMMON STOCK**

In the event the Corporation, at any time after December 21, 2005 issues any additional shares of its capital stock without consideration or for a price per share less than the \$1,000.00, the number of shares of capital stock held by each of the Corporation's shareholders of record as of December 21, 2005 shall be increased, concurrently with such issuance, by a number of shares of capital stock determined by multiplying such the number of shares of capital stock held by each of the Investors by a fraction, the numerator of which shall be \$1,000.00, and the denominator of which shall be the price per share paid for such additional shares of capital stock; provided, however, that this Section 2.2(f) shall not apply and no adjustment shall be made to the number of shares of capital stock held by each of the Investors upon the issuance of any shares of capital stock which are issued pursuant to the exercise of any warrants, options, subscriptions, or purchase rights or pursuant to the exercise of any conversion or exchange rights in any convertible securities if any adjustment shall previously have been made or deemed not required hereunder, upon the issuance of any such warrants, options, subscription or purchase rights or

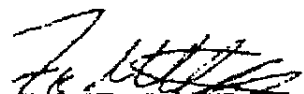
NO5000290/52 3

upon the issuance of any convertible securities (or upon the issuance of any warrants, options or any rights therefor) as provided above.

In the event of any stock dividend, stock split, recapitalization or other change affecting the Company's outstanding capital stock (collectively, a "Stock Event") occurring after December 21, 2005, the number of shares of outstanding capital stock shall be proportionately adjusted to reflect such Stock Event.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 21st day of December, 2005.

CITI WIFI NETWORKS, INC.

By: 
Frank W. McCarthy,
President