

DEC-29-2006 FRI 02:29 PM

FAX NO.

Page 01

Division of Corporations

Page 1 of 1

PO5000052094

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.

((H06000303975 3)))



H060003039753ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

06 Dec-29 AM 8:00

DIVISION OF CORPORATIONS

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : BERGER SINGERMAN - FORT LAUDERDALE  
Account Number : I20020000154  
Phone : (954) 525-9900  
Fax Number : (954) 523-2872

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 Dec -29 AM 10:08

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

INTER-INTEL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	12
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

*Inter Intel*

T. Roberts

12/29/2006  
JAN 02 2007

H06000303975

**CERTIFICATE TO RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
INTER-INTEL, INC.**

FILED  
2006 Dec-29 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Inter-Intel, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Inter-Intel, Inc. (the "Corporation")
2. Pursuant to Section 607.1007 of the Florida Business Corporation Act, the attached Restatement of the Articles of Incorporation amend and restate the Articles of Incorporation of the Corporation originally filed with the Secretary of State of the State of Florida on April 7, 2005 and amended on October 23, 2006 (the "Articles of Incorporation"). The attached Restatement was duly adopted by the directors and shareholders of the Corporation on December 29, 2006 in accordance with the provisions of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended and restated to read as follows:

H06000303975

H06 000303975

**RESTATED ARTICLES OF INCORPORATION****ARTICLE I****NAME AND ADDRESS**

The name of this corporation is Inter-Intel, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 4956 Rothschild Drive, Coral Springs, Florida 33067

**ARTICLE II****PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III****REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office is:

Name	Address
Elena Shembel	4956 Rothschild Drive Coral Springs, Florida 33067

**ARTICLE IV****CAPITAL STOCK**

**Section 1.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 125,000 shares of Common Stock, par value \$.001 per share (the "Common Stock"), and 25,000 shares of Series A Preferred Stock, par value of \$16.00 per share (the "Preferred Stock"). The Preferred Stock may be divided into series.

Of the authorized shares of Preferred Stock, 25,000 shares shall be designated as "Series A Preferred Stock" and shall have the powers, designations, preferences, rights, qualifications, limitations and restrictions set forth herein (the "Articles").

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the

H06 000303975

H06000303975

Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**Section 2.** The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional, or other special rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series as may be permitted by the Florida Business Corporation Act, including, without limitation, the authority to provide that any such class or series may be (a) subject to redemption at such time or times and at such price or prices; (b) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (c) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (d) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, or other securities or property, of the Corporation at such price or prices or at such rates or exchange and with such adjustments, all as may be stated in such resolution or resolutions.

**Section 3.** The powers, designations, preferences, rights, qualifications, limitations and restrictions (the "Designations") of the Series A Preferred Stock are as set forth in Sections 3 through 7 of this Article IV. For the purposes of these Designations, the following terms shall have the meanings specified below.

"Additional Shares of Common Stock" shall have the meaning provided in Sections 4(e)(6)(ii), 5(d)(6)(ii) and 6(d)(6)(ii) hereof.

"Common Stock Equivalents" shall have the meaning provided in Section 4(e)(6)(ii) hereof.

"Conversion Rights" shall have the meanings provided in section 4(e), 5(d) and 6(d) hereof.

"Deemed Liquidation" shall have the meanings provided in Section 5(b) and 6(d) hereof.

"Exchange Shares" shall mean up to 25,000 shares of Common Stock that the Corporation may issue in exchange for up to 25,000 shares of Series A Preferred Stock, such Exchange Shares to be issued on the basis of one share of Common Stock for each share of Series A Preferred Stock surrendered to the Corporation by such holders.

"Issue Price" shall mean \$16 per share of Series A Preferred Stock.

"Junior Securities" shall have the meaning specified in Section 4(a) hereof.

"Liquidation" shall have the meaning provided in Section 4(c) hereof.

H06000303975

"Original Issue Date" shall mean the date on which shares of Series A Preferred Stock are first actually issued by the Corporation; provided, however (a) with respect to each Exchange Share, the Original Issue Date shall be the date on which the Corporation first actually issued the share of Series A Preferred Stock upon surrender of which such Exchange Share was issued.

"Parity Securities" shall have the meaning specified in Section 4(a) hereof.

"Person" means any individual, firm, corporation, partnership, trust, limited liability company, incorporated or unincorporated association, joint venture, joint stock company, or other entity of any kind, and shall include any successor (by merger or otherwise) of any such entity.

"Qualified Public Offering" means a firm commitment underwritten public offering of the Common Stock of the Company on terms set in arm's-length negotiations and providing aggregate net proceeds (after deducting underwriting discounts and expenses) to the Company of at least Twenty Million Dollars (\$20,000,000) at a public offering price of at least \$20.00 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares).

"Senior Securities" shall have the meaning specified in section 4(a) hereof.

"Series A Conversion Price" shall have the meaning provided in Section 4(e)(1) hereto.

"Series A Conversion Rate" shall have the meaning provided in Section 4(e)(1) hereto.

"Series A Preferred Stock" shall mean the shares of Series A Preferred Stock of the Corporation, par value \$16.00 per share.

**Section 4.** The Designations granted to and imposed upon the Series A Preferred Stock are as follows:

(a) Rank. The shares of Series A Preferred stock shall, with respect to the distribution of assets upon a Liquidation, rank: (i) senior and prior to the Common Stock and any other class or series of capital stock of the Corporation currently or hereafter issued (collectively, "Junior Securities").

(b) Dividend Rights. Each holder of Series A Preferred Stock shall participate in any dividend declared on the Common Stock (other than a stock dividend pursuant to which the Conversion Price and Conversion Rate are adjusted under Subsection (e)(5) hereof) on a pro rata basis in proportion to the number of shares of Common Stock which would be held of record by such holder upon the conversion of all of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such dividend or distribution; provided, however, that no dividend shall be paid on shares of Common Stock unless the amount payable to the holders of the Series A Preferred Stock with respect to such dividend (as described above) has been reserved for payment by the Corporation.

H06000303975

(c) Liquidation Rights.

(1) In the event of any liquidation, dissolution or winding up of the Corporation, or of such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole (a "Liquidation"), each holder of shares of Series A Preferred Stock then outstanding shall be entitled to receive, out of the assets of the Corporation at the time legally available therefor, before any distribution or payment shall be made to the holders of outstanding Junior Securities, including, but not limited to, the Common Stock, an amount per share of Series A Preferred Stock equal to the Issue Price, plus any and all declared and unpaid dividends on each such share computed to the date of payment thereof. If, upon any such Liquidation, the assets of the Corporation available therefore shall be insufficient to permit the payment in full to the holders of outstanding shares of Series A Preferred Stock of the preferential liquidation amounts to which they are then entitled pursuant to this Section (c)(1), then, the entire assets of the Corporation thus distributable shall be distributed among the holders of outstanding shares of Series A Preferred Stock on a pro rata basis in proportion to the full amounts to which such holders would otherwise be entitled if such assets were sufficient to permit payment in full.

(2) Upon any such Liquidation, after the payment in full to the holders of outstanding shares of Series A Preferred Stock the preferential liquidation amounts to which they are then entitled, each holder of outstanding shares of Series A Preferred Stock shall be entitled to participate in any further distributions made to the holders of the Common Stock on a pro rata basis in proportion to the number of shares of Common Stock which would be held by such holder upon conversion of any of the shares of Series A Preferred Stock under the circumstances described in Subsection (e) hereof on the record date for such distribution.

(3) The sale of all substantially all of the assets of the Corporation, the sale of a majority of the outstanding Common Stock of the Corporation or the merger of the Corporation with or into another corporation shall not be deemed to be a Liquidation for purposes of this Subsection (c).

(d) Voting Rights

Except as set forth specifically below, each holder of a share of the Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock would be convertible under the circumstances described in Subsection (e) hereof on the record date for the vote or consent of shareholders, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Each holder of a share of the Series A Preferred Stock shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the holders of Common Stock in accordance with the bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting. The holders of the Series A Preferred Stock shall vote together with holders of the Common Stock as a single class upon any matter submitted to a vote of stockholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the holders of Series A Preferred Stock. Fractional votes shall not be permitted, and the number of votes to which a holder of Series A Preferred Stock shall be entitled shall be rounded down to the nearest whole number.

H06000303975

(c) Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(1) Conversion Rate. For purposes of this Subsection (e), the shares of Series A Preferred Stock shall be convertible, at the times and under the conditions described in this Subsection (e) hereafter, at the rate (the "Series A Conversion Rate") of one share of Series A Preferred Stock to the number of shares of Common Stock that equals the quotient obtained by dividing the Issue Price by the Series A Conversion Price (defined hereinafter). Thus, the number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon any conversion provided for in this Subsection (e) shall be the product obtained by multiplying the Series A Conversion Rate by the number of shares of Series A Preferred Stock being converted. The "Series A Conversion Price" shall initially be equal to the Invested Amount, and shall be subject to adjustment as provided hereafter in this Section (e). The initial Series A Conversion Rate shall be one share of Common Stock for one share of Series A Preferred Stock.

(2) Optional Conversion. Each share of Series A Preferred Stock 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 the Series A Preferred Stock, into Common Stock at the then effective Series A Conversion Rate. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Series A Preferred Stock to be converted in accordance with the procedures described in Subsection (e)(4) below.

(3) Automatic Conversion. Upon the closing of, but effective immediately prior to, the first sale in a Qualified Public Offering, every outstanding share of Series A Preferred Stock shall automatically be converted into Common Stock at the then effective Series A Conversion Rate. In any conversion pursuant to this Subsection (e)(3), such conversion shall be automatic, without need for any further action by the holders of shares of Series A Preferred Stock and regardless of whether the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion until certificates evidencing such shares of Series A Preferred Stock so converted are surrendered to the Corporation in accordance with the procedures described in Subsection (e)(4) below. Upon the conversion of the Series A Preferred Stock pursuant to this Subsection (e)(3), the Corporation shall promptly send written notice thereof, by registered or certified mail, return receipt requested and postage prepaid, by hand delivery or by overnight delivery, to each holder of record of Series A Preferred Stock at his or its address then shown on the records of the Corporation, which notice shall state that certificates evidencing shares of Series A Preferred Stock must be surrendered at the office of the Corporation (or of its transfer agent for the Common Stock, if applicable) in the manner described in Subsection (e)(4) below.

No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of fractional shares, the Corporation shall pay therefore, at the time of any conversion of Series A Preferred Stock as herein provided, an amount in cash equal to such fraction multiplied by the then effective Series A Conversion Price, payable as promptly as possible when funds are legally available therefore.

(4) Mechanics of Conversion; Payment of Dividends. Before any holder of Series A Preferred Stock shall be entitled to receive certificates representing the shares of Common Stock into which shares of Series A Preferred Stock are converted in accordance with Subsections(e)(2) or (e)(3) above, such holder shall surrender the certificate or certificates for such shares of Series A Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office of the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued, if different from the name shown on the books and records of the Corporation. Said conversion notice shall also contain such representations as may reasonably be required by the Corporation to the effect that the shares to be received upon conversion are not being acquired and will not be transferred in any way that might violate the then applicable securities laws. The Corporation shall, as soon as practical thereafter and in no event later than thirty (30) days after the delivery of said certificates, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder as provided in such notice, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion pursuant to Subsections (e)(2) or (e)(3) shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of the effective date of conversion specified in such section. All certificates issued upon the exercise or occurrence of the conversion shall contain a legend governing restrictions upon such shares imposed by law or agreement of the holder or his or its predecessors. In addition, simultaneously with any conversion, any declared and unpaid dividends payable on such Series A Preferred Stock shall be paid by the Corporation to the holder of such Series A Preferred Stock.

(5) Adjustment for Subdivisions or Combinations of Common Stock; Stock Dividends. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series A Preferred Stock effects a subdivision or split of its Common Stock into a greater number of shares of Common Stock or shall issue a stock dividend on the outstanding Common Stock without an equivalent subdivision or split of, or dividend on, the Series A Preferred Stock, then in such event the Series A Conversion Price in effect immediately prior to such subdivision or split or the issuance of such dividend shall be proportionately decreased (and the Series A Conversion Rate thus proportionately increased), effective at the close of business on the date of such subdivision, split or dividend. In the event the Corporation at any time or from time to time after the Original Issue Date of the Series A Preferred Stock effects a combination of the outstanding Common Stock into a lesser number of shares without an equivalent combination of the outstanding Series A Preferred Stock, then in such event the Series A Conversion Price in effect immediately prior to such combination, shall be proportionately increased (and the Series A Conversion Rate thus proportionately decreased), effective at the close of business on the date of such combination.

(6) Adjustment of Conversion Rate for Dilutive Issues.

(i) Except as otherwise provided in this Subsection (e)(6), in the event the Corporation issues any Additional Shares of Common Stock (as defined below) following the Original Issue Date of the Series A Preferred Stock, at a per share consideration less than the Series A Conversion Price then in effect, then the Series A Conversion Price shall

H06000303975

be reduced to the price (calculated to the nearest cent) determined to be the per share consideration, if any, received, or deemed to have been received, pursuant to Subsection (e)(6)(iii), by the Corporation upon such issuance of Additional Shares of Common Stock.

(ii) With respect to the Series A convertible Preferred Stock, "Additional Shares of Common Stock" shall mean either (x) shares of Common Stock, or (y) the maximum number of shares of Common Stock issuable upon conversion, exchange or exercise of securities or rights convertible into, exchangeable for, or entitling the holder thereof to receive shares of Common Stock, as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number (hereinafter referred to as "Common Stock Equivalents"); provided, however, that Additional Shares of Common Stock shall not include:

(A) shares of Common Stock pursuant to which the Series A Conversion Price and the series A Conversion Rate are adjusted under Subsection (e)(5) hereof;

(B) shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents that have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued;

(iii) The per share consideration with respect to the sale or issuance of a share of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to the sale or issuance of Common Stock Equivalents that are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. The issuance of Common Stock or Common Stock Equivalents for no consideration shall be deemed to be an issuance at a per share consideration of \$.001. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for non-cash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation in good faith.

(iv) Once any Additional Shares of Common Stock have been treated as having been issued for the purpose of this Subsection (e)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto.

H06000303975

(7) Recapitalizations, Reorganizations, etc. In the event of any recapitalization, reorganization, consolidation or merger of the Corporation with or into another Person or the sale, transfer or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries (viewed as a whole) to another Person, each share of Series A Preferred Stock shall thereafter be convertible into the kind and amount of shares of stock or other securities or property that a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of Series A Preferred Stock would have been entitled upon such recapitalization, reorganization, consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions set forth in this Subsection (e) with respect to the rights and interests thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth in this Subsection (e) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of Series A Preferred Stock.

**Section 5.** Terms applicable to Series A Preferred Stock.

(a) De Minimis Adjustments. No adjustment to the Series A Conversion Price (and, thereby, the respective Series A Conversion Rate shall be made if such adjustment would result in a change in the Series A Conversion Price, of less than \$.01. Any adjustment of less than \$.01 that is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment that, on a cumulative basis, amounts to an adjustment of \$.01 or more in the Series A Conversion Price.

(b) No Impairment. The Corporation shall not, by amendment of these Articles or its bylaws or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in the carrying out of all the provisions of Sections 4(e), 5(d) and 6(d) and in the taking of all such action as may be necessary or appropriate in order to protect the respective conversion rights of the holders of the Series A Preferred Stock against impairment.

(c) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price, pursuant to Section 4(e) or 5(d) or 6(d), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series A Preferred Stock, as applicable, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series A Preferred Stock and the Series A Conversion Rate, as applicable, at that time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property that at that time would be received upon the conversion of Series A Preferred Stock.

H0600030575

(d) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall be insufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(e) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock shall be deemed given on the third business day following (and not including) the date on which such notice is deposited in the United States mail, first-class, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation. Notice by any other means shall not be deemed effective until actually received.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. The Board of Directors of the Corporation shall be comprised of not less than seven nor more than eleven directors, the exact number of directors to be determined from time to time by the vote of the Board of Directors of the Corporation at a meeting thereof.

Section 2. The holders of Common Stock shall be entitled, voting as a class, to elect five (5) members of the Board of Directors and the holders of Series A Preferred Stock shall be entitled, voting as a class, to elect two (2) members of the Board of Directors.

Section 3. Any vacancy on the Board of Director of this Corporation, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their death, resignation or removal. Provided however, the holders of Series A Preferred Stock shall have the sole right to elect two (2) Preferred Directors, and to fill vacancies thereof.

## ARTICLE VI

### SUPERMAJORITY APPROVAL REQUIREMENTS

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the affirmative vote of the holders of shares representing at least a majority of the outstanding shares of Common Stock voting as a class and at least a majority of the outstanding shares of Series A Preferred Stock voting as a class shall be required in all matters where shareholder action is required by the Florida Business Corporation Act other than for the election of directors which shall be elected by each class of stock voting as a class for five (5) directors,

H06000302975

H06000303975

in the case of the holders of Common Stock and for two (2) directors, in the case of Series A Preferred Stock.

## ARTICLE VII

### BYLAWS

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders of this Corporation. In order for the shareholders of this Corporation to approve a proposal to alter, amend or repeal the Bylaws, such proposal shall require, in addition to other applicable requirements of these Amended and Restated Articles of Incorporation and of law, the affirmative vote of the holders of shares representing at least a majority of the outstanding shares of Common Stock this Corporation entitled to vote and a majority of the outstanding shares of Series A Preferred Stock of this Corporation entitled to vote.

## ARTICLE VIII

### INDEMNIFICATION

**Section 1.** The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was serving as a director, officer, employee or agent of this Corporation or serving in any other capacity with another corporation, partnership, joint venture, trust or other enterprise at the request of this Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**Section 2.** Expenses incurred in defending a civil or criminal action, suit, or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suite or proceeding against an officer, trustee, employee or agent of the Corporation) be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

**Section 3.** The indemnification and other rights set forth in this Article VIII shall not be exclusive of any provisions with respect thereto in the Bylaws or any other contract or agreement between this Corporation and any officer, director, employee or agent of this Corporation.

**Section 4.** Neither the amendment nor repeal of any of the provisions of this Article VIII nor the adoption of any provisions of these Articles inconsistent with any provision of this

H06000303975

H06000303975

Article VIII shall eliminate or reduce the effect of the provisions of this Article VIII in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to the provisions of this Article VIII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

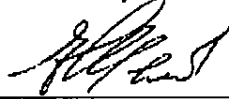
#### ARTICLE IX

#### AMENDMENT

Notwithstanding any other provision of these Articles, the affirmative vote of the holders of shares representing at least (i) a majority of the outstanding shares of Common Stock of this Corporation, entitled to vote; and (ii) the holders of at least a majority of the outstanding shares of the Series A Preferred Stock shall be required to amend in any respect, alter or repeal these Articles of Incorporation.

IN WITNESS WHEREOF, Inter-Intel, Inc. has caused this Restated Articles of Incorporation to be executed this 29th day of December, 2006, by a duly authorized officer.

INTER-INTEL, INC.

By:  / Elena (Olga) Shembel

President and Chief Executive Officer

H06000303975