

P05000067483

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200077657282

12/29/06--01003--002 **35.00

FILED
06 DEC 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
REC
12/28



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2006

DAVID A. SCHLAIFER
I7 CORP.
1511 N. WEST SHORE BLVD., SUITE 400
TAMPA, FL 33607

SUBJECT: I7 CORP
Ref. Number: P05000067483

We have received your document for I7 CORP. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 406A00072023



December 15, 2006

VIA PRIORITY MAIL

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is the Amended and Restated Articles of Incorporation of i7 Corp, along with the Certificate to the Department of State attesting thereto and a check for the \$35.00 filing fee.

Please call me directly (cell phone 813-841-8802) if you have any questions or are in need of clarification.

Thank you for your assistance.

Sincerely,

David A. Schlaifer
President
i7 Corp

*Mr. Schlaifer called 12/15/06
He is sending check
this coming weekend*

RECEIVED

06 DEC 20 AM 8:00

FLORIDA DIVISION OF CORPORATIONS

CERTIFICATE

Pursuant to Fla. Stat. 607.1007(4), i7 Corp, a Florida corporation, hereby delivers this Certificate to the Department of State regarding the attached Amended and Restated Articles of Incorporation of i7 Corp:

- (a) The attached Articles were adopted by the Board of Directors and all Shareholders of i7 Corp by action dated December 14, 2006.
- (b) The attached Articles were adopted by the unanimous consent of all voting groups entitled to vote thereon and the number of votes cast by each group was sufficient for approval by that group.
- (c) The attached Articles do not provide for an exchange, reclassification or cancellation of issued shares.

i7 Corp

By: David Schlaifer
David Schlaifer
Title: President
Date: December 15, 2006

FILED
06 DEC 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

i7 CORP

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), i7 CORP adopts these Restated Articles of Incorporation:

FIRST: The name of the Corporation is i7 Corp.

SECOND: The Corporation's Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of the Corporation is: i7 Corp.

ARTICLE II

Address

The street address of the principal office of the Corporation is 1511 N. West Shore Blvd, Suite 400, Tampa, Florida, 33607.

ARTICLE III

Commencement Of Existence

The existence of the Corporation commenced on May 9, 2005.

ARTICLE IV

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE V

Capitalization

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be Eleven Million (11,000,000) shares of Common Stock having a par value of \$0.001 per share. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

FILED
06 DEC 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services, performed, promises to perform services evidenced by a written contract, or other securities of the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI

Board of Directors

6.1 Number of Directors. The number of directors constituting the Board of Directors of the Corporation is three (3). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than three or more than 15.

6.2 Removal.

6.2.1 Removal For Cause. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation, any director or directors may be removed from office at any time, but only for cause (as defined in Section 6.2.2 hereof) and only by the affirmative vote, at a special meeting of the shareholders called for such a purpose, of not less than sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least 30 days prior to such special meeting of the shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation, or removal.

6.2.2 "Cause" Defined. For the purposes of this Section 6.2, "cause" shall mean (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a substantial or material corporate activity or corporate assets, or (ii) conviction of an offense punishable by one or more years of imprisonment (other than minor regulatory infractions and traffic violations that do not materially and adversely affect the Corporation).

6.3 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, or customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

ARTICLE VII

Action By Shareholders

7.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, or (c) the holders of at least fifty percent (50%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

7.2 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation may be effected by any consent in writing by such shareholders, if such written consent is effected by the holders of at least a majority of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VIII

Indemnification

8.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or who were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in

favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE IX

Amendments

9.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors shall be required to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of these Articles of Incorporation. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal, or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

9.2 Bylaws. The shareholders of the Corporation may adopt or amend a bylaw which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE X

Registered Office and Agent

The address of the Registered Office of the Corporation is 202 S. Rome Ave, Tampa, Florida 33606 and the Registered Agent at such address is Gary Walker, Esq.

ARTICLE XI

Term of Existence

The term of existence of the Corporation is perpetual.

ARTICLE XII

Title

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 thereto, for all purposes, and 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.

THIRD: The foregoing restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by unanimous written consent of the shareholders of the Corporation pursuant to a written consent dated December 14, 2006 and the number of votes cast by the shareholders, being unanimous, was sufficient for approval.

FOURTH: The foregoing restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Restated Articles of Incorporation with the Florida Department of State.

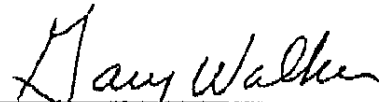
IN WITNESS WHEREOF, these Restated Articles of Incorporation have been signed on behalf of the Corporation this 14th day of DECEMBER, 2006.

By: 

David Schlaifer, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.



Gary Walker
Registered Agent