

P05000163902

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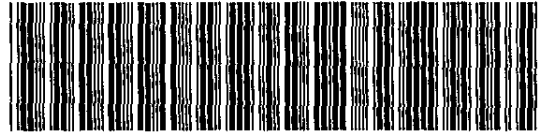
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SECURITY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Rest*

**Q. Confidential** APR 12 2006

Lp

OLIVER J. LANGSTADT  
ADMITTED IN FLORIDA  
FAMILY LAW MEDIATOR

LANGSTADT PAULY  
CHARTERED  
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ADMITTED IN FLORIDA, NEW YORK AND GERMANY

GLADYS AGUERO  
ADMITTED IN FLORIDA AND TEXAS

March 8, 2006

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

**SUBJECT:** GlobalSim Holding, Inc.  
**DOCUMENT NUMBER:** P05000163902


Dear Sir or Madam:

The enclosed Amended and Restated Articles of Incorporation of GlobalSim Holding, Inc. are submitted for filing.

Also enclosed is a check for of \$43.75 which represents the filing fees and fees for a certified copy.

Please return all correspondence concerning this matter to the undersigned.

Very truly yours,



Clemens W. Pauly, Esq.

Encl. as stated.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 21, 2006

LANGSTADT PAULY  
CLEMENS W. PAULY  
815 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

SUBJECT: GLOBALSIM HOLDING, INC.  
Ref. Number: P05000163902

We have received your document for GLOBALSIM HOLDING, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 406A00019229

Lp

OLIVER J. LANGSTADT  
ADMITTED IN FLORIDA  
FAMILY LAW MEDIATOR

LANGSTADT PAULY  
CHARTERED  
ATTORNEYS

CLEMENS W. PAULY, LL.M.  
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OF COUNSEL:  
MINERVINO RODRIGUEZ, JR.  
ADMITTED IN FLORIDA  
SUPREME COURT CERTIFIED CIVIL & FAMILY MEDIATOR

GLADYS AGUERO  
ADMITTED IN FLORIDA AND TEXAS

April 7, 2006

**Via Certified Mail/RRR**

Florida Department of State  
Division of Corporations  
Attn.: Cheryl Couliette  
P.O. Box 6327  
Tallahassee, FL 32314


**SUBJECT:** GlobalSim Holding, Inc.  
**DOCUMENT NUMBER:** P05000163902  
**Your letter Number:** 406A00019229

Dear Sir or Madam:

As per your request, enclosed please find the corrected Amended and Restated Articles of Incorporation of GlobalSim Holding, Inc. for filing along with a copy of your letter dated March 21, 2006.

Please file the enclosed Articles and return a certified copy to our office at your earliest convenience. Thank you for your kind attention to this matter.

Very truly yours,

  
Clemens W. Pauly, Esq.

Encl. as stated.

***AMENDED AND RESTATED  
ARTICLES OF INCORPORATION***

***OF***

**GlobalSim Holding, Inc.**

Pursuant to Section 607.1005 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of GlobalSim Holding, Inc., originally filed with the Secretary of State on December 15, 2005 are hereby amended and restated in their entirety as follows.

**ARTICLE ONE - NAME**

The name of the Corporation is:

**GlobalSim Holding, Inc.**

**ARTICLE TWO- DURATION**

The duration of the Corporation is perpetual.

**ARTICLE THREE - BUSINESS PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose of limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE FOUR - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is

815 Ponce de Leon Blvd.  
Suite P-205  
Cora Gables, FL 33134

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TALLAHASSEE, FLORIDA

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#### ARTICLE FIVE – CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is fifty thousand (50,000) shares of (i) forty thousand (40,000) shares of common stock, par value \$ 0.01 per share (the “Common Stock”) and (ii) ten thousand (10,000) shares of preferred stock, value \$ 0.01 per share (the “Preferred Stock”).

All shares of Common Stock shall be identical with each other in every respect. The holders of the Common Stock shall be entitled to vote on all matters upon which the shareholders have the right to vote and shall be entitled to one vote for each share of Common Stock. The Common Stock shall be subject to all rights, preferences, powers and priorities of the Preferred Stock.

The Preferred Stock may be issued, from time to time, in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restriction thereof, as shall be stated in the resolutions adopted by the Board of Directors providing for the issuance of such Preferred Stock or series thereof, and the Board of Directors is hereby expressly vested with the authority to fix such designations, preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions for each series, including, but not by the way of limitation, the power to affix the redemption and liquidation preferences, the rate of dividends payable and the time for and the priority of payment thereof and to determine whether such dividends shall be cumulative or not and to provide for and affix the terms of conversion of such Preferred Stock or any series thereof into Common Stock of the Corporation and fix the voting power, if any, of the Preferred Stock or any series thereof.

#### ARTICLE SIX – REGISTERED OFFICE AND AGENT

The name and address of the Registered Agent is:

Clemens W. Pauly, Esq.  
815 Ponce de Leon Blvd.  
Coral Gables, FL 33134

#### ARTICLE SEVEN - DIRECTORS

The Board of Directors of the Corporation shall consist of at least one (1) Director, with the exact number of Directors to be fixed from time to time in the manner provided in the Company's Bylaws.

#### ARTICLE EIGHT - INDEMNIFICATION

The Corporation shall, to the fullest extent legally permissible under the provision of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have the power to indemnify under said provisions from and against all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity as a director or officer of the Corporation and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

#### ARTICLE NINE - AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders entitled to vote is subject to this reservation.

The power to adopt, alter, amend, and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the shareholders.

These Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors on February 27, 2006, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 24<sup>th</sup> day of March 2006.

  
\_\_\_\_\_  
**MUSTAFA CESMECI**  
Secretary/Director

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**  
**GLOBALSIM HOLDING, INC.**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 24<sup>th</sup> day of March, 2006.



**CLEMENS W. PAULY**  
Registered Agent

These Articles were prepared by:  
**CLEMENS W. PAULY, ESQ.**  
LANGSTADT PAULY CHARTERED  
815 Ponce de Leon Blvd.  
Coral Gables, FL 33134  
PH: 305-648-3909  
FX: 305-648-3910