

P06000081851

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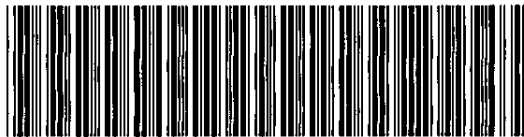
(Business Entity Name)

(Document Number)

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07 APR 12 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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07 APR -2 PM 3:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend + N.C.

G. Ouellette APR 13 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WMP DIGITAL NETWORKS INC.

DOCUMENT NUMBER: P06000081851

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly L. King

(Name of Contact Person)

Hayward & Grant, P.A.

(Firm/ Company)

2121-G Killarney Way

(Address)

Tallahassee, FL 32309

(City/ State and Zip Code)

For further information concerning this matter, please call:

Kimberly L. King

(Name of Contact Person)

at (850) 386-4400

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 3, 2007

KIMBERLY L. KING
HAYWARD & GRANT, P.A.
2121-G KILLARNEY WAY
TALLAHASSEE, FL 32309

SUBJECT: WMP DIGITAL NETWORKS INC.
Ref. Number: P06000081851

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 APR 12 PM 3:48
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

We have received your document for WMP DIGITAL NETWORKS INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is #P06000077414 / CAPTIVEYE, INC..

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: 507A00022446

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WMP DIGITAL NETWORKS, INC.
(Document Number P06000081851)**

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: The name of the corporation is hereby changed to CAPTIVEYES GROUP, INC.

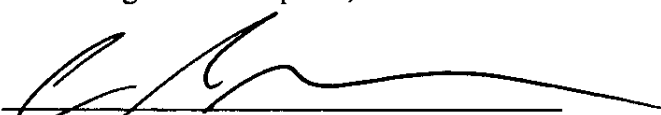
SECOND: Amendment adopted: The Corporation adopts the Amended and Restated Articles of Incorporation attached hereto and by this reference made a part hereof, which articles shall supersede the existing articles of incorporation and all amendments thereto.

The date of the amendment's adoption: April 1, 2007.

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed as of April 1, 2007.



Christopher A. Morgan
President

FILED
07 APR 12 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPTIVEYES GROUP, INC.**

(formerly known as WMP DIGITAL NETWORKS, INC.)

Pursuant to Chapter 607, Florida Statutes, CAPTIVEYES GROUP, INC., a Florida corporation (Document Number P06000081851) adopts the following amended and restated articles of incorporation, which shall supersede the existing articles of incorporation and all amendments thereto:

ARTICLE I

The new name of the Corporation is: CAPTIVEYES GROUP, INC.

ARTICLE II

Until changed by the Corporation's Board of Directors in the manner required by law, the street address of the principal office of the Corporation, and the mailing address of the Corporation, shall be: 2141 Skyland Drive, Tallahassee, FL 32303.

ARTICLE III

The Corporation is organized for any lawful purpose or purposes.

ARTICLE IV

(A) The aggregate number of shares that the Corporation shall have the authority to issue is:

(1) One Hundred (100) shares of Class A voting common stock without par value (Class A Shares).

(2) Ten Thousand (10,000) shares of Class B nonvoting common stock without par value (Class B Shares).

(B) The preferences, limitations, and relative rights of the shares of the Corporation are as follows:

(1) Voting. Class A Shares shall have full voting rights with the holders thereof entitled to one vote per share. Except as otherwise provided by law, Class B Shares shall not have any voting rights for any purpose.

(2) Dividends. Class A Shares shall be entitled to receive and be paid any declared dividends in amounts equal to a ratio of fifty (50) dollars or other units of value on each Class A Share for every one (1) dollar or other unit of value paid on each Class B Share.

(3) Liquidation. Upon the dissolution of the corporation, upon its liquidation, or upon any distribution of its assets as a return of capital, the holders of the Class A Shares shall be entitled to

receive and be paid amounts equal to a ratio of fifty (50) dollars or other units of value on each Class A Share for every one (1) dollar or other unit of value paid on each Class B Share.

ARTICLE V

Until changed in the manner required by law, the street address of the Corporation's registered office shall be 2141 Skyland Drive, Tallahassee, FL 32303, and the registered agent for the Corporation at that address shall be Christopher A. Morgan.

ARTICLE VI

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VII

Until changed in the manner required by law, the board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the board of directors until changed in the manner required by law are:

Christopher A. Morgan
2141 Skyland Drive
Tallahassee, FL 32303

William R. Wilson, V
2141 Skyland Drive
Tallahassee, FL 32303

ARTICLE VIII

The name and street address of the person signing these amended and restated articles of incorporation is:

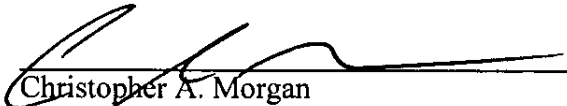
Name

Address

Christopher A. Morgan

2141 Skyland Drive
Tallahassee, FL 32303

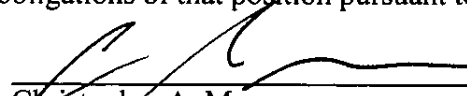
The undersigned officer of the corporation has executed these amended and restated articles of incorporation.


Christopher A. Morgan
President

4/12/2007
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPTIVEYES GROUP, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Christopher A. Morgan
Registered Agent

4/12/2007
Date

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