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Division of Corporations
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PROSPECTIVES SYSTEM INTERNATIONAL, INC.

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February 6, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PROSPECTIVES SYSTEM INTERNATIONAL, INC.

1560 SAWGRASS CORPORATE PKWY

4TH FL

SUNRISE, FL 33323US

SUBJECT: PROSPECTIVES SYSTEM INTERNATIONAL, INC.

REF: P06000118217

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

PROSPECTIVES SYSTEM INTERNATIONAL, INC.

WHEREAS, the Articles of Incorporation for Prospectives System International, Inc. (the "Corporation") were filed with the Florida Secretary of State of September 13, 2006;

WHEREAS, the undersigned hereby desires to amend and restate the Corporation's Articles of Incorporation in their entirety by filing these Amended and Restated Articles of Incorporation under the laws of the State of Florida; and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by the shareholders of the Corporation on January 18, 2007 and the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be PROSPECTIVES SYSTEM INTERNATIONAL, INC. The mailing address of the Corporation shall be 1560 Sawgrass Corporate Parkway, 4th Floor, Sunrise, Florida 33312.

ARTICLE II

Nature of Business

The specific nature of the business and activities to be transacted and carried on by this Corporation is to cooperate with governments and the private sectors of developing countries in focusing on the amelioration of the standard of living of such populations by modernizing the delivery of services and systems of production in such countries. In the conduct of its business, this Corporation will seek to mobilize and engage public and private resources at local and international levels. The Corporation's business will be focused on the creation of job opportunities, creation of wealth and reduction of poverty in underdeveloped towns and rural areas. All business to be transacted by the Corporation shall be consistent with all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions

in this or any other Article of these Amended and Restated Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 1,500,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Address of Registered Office and Registered Agent

The name and Florida street address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI

Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the bylaws, and until such time as the bylaws have been adopted, the Board of Directors shall consist of one person. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Florida Law, or other laws of the State of Florida, the board of directors is expressly authorized (i) to make, alter, or repeal the bylaws of the Corporation or to adopt new bylaws; (ii) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation; and (iii) to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created. Notwithstanding anything to the contrary contained in these Amended and Restated Articles of Incorporation or in the bylaws of the Corporation, cumulative voting for the election directors is prohibited.

ARTICLE VII

Bylaws

The Board of Directors shall adopt bylaws for the Corporation. The bylaws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the bylaws.

ARTICLE VIII
No Preemptive Rights

The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized, unless provided by contract among the stockholders.

ARTICLE IX
Indemnification

A. The Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful.

B. This Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or

suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such other court shall deem proper.

C. To the extent that a director, officer, employee or agent of a corporation (and the heirs, executors or administrators of such person) has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in subsections A and B, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under subsections A and B (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections A and B. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

E. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Section 607.0850 of the Florida Business Corporation Act. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation shall be permitted to enter into contracts directly with its officers and directors providing the maximum indemnity and relief from liability permitted under the Florida Business Corporation Act.

G. This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or 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 against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X
Limited Liability

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act or any amendment thereto or success provision thereto or (iv) for any transaction from which the director derived an improper personal benefit. The private property or assets of the stockholders of the Corporation shall not, to any extent whatsoever, be subject to the payment of debts of the Corporation. Neither the amendment nor repeal of this Article XI, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article XI shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any cause of action, suit or claim but for this Article XI would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XI
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XII
Amendment

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the duly appointed Secretary of the Corporation, has hereunto set his hand and seal this 25 day of January, 2007.

By: 
J. Gerard Legagneur Jr., Secretary