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Florida Department of State

Division of Corporations

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MY TEAM ZONE, INC.

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Amended & Restated
Art.
4/7/08

FROM

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MY TEAM ZONE, INC.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), My Team Zone, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named My Team Zone, Inc. and was originally incorporated in the State of Florida on February 6, 2007, and that the Articles of Incorporation of the Corporation were amended and restated in their entirety pursuant to those certain Amended and Restated Articles of Incorporation filed on August 23, 2007, and these Second Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Second Amended and Restated Articles of Incorporation have been approved by the Board of Directors and stockholders of the Corporation in the manner and by the vote required by the FBCA. These 2nd Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent in lieu of a meeting dated on or about March 14, 2008, and the votes cast for the amendment by the shareholders was sufficient for approval.

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

ARTICLE I

NAME OF CORPORATION

The name of this Corporation is: MY TEAM ZONE, INC.

ARTICLE II

PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at 16110 North Florida Avenue, Lutz, Fl 33549.

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ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation in the State of Florida is One Independent Drive, Suite 1300, Jacksonville, FL 32202, and the Registered Agent is F&L Corp. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

ARTICLE IV

CAPITAL STOCK

A. Classes of Stock. The total number of shares of capital stock authorized to be issued is 15,000,000 shares, of which 10,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock"), and of which 5,000,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three.

B. Designations. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

Subject to the limitations and provisions set forth in these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock, or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted

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for shareholder action. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, establishment of the following:

- (i) the number of shares constituting that series and the distinctive designation of that series;
- (ii) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
- (iii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
- (iv) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;
- (v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (vi) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;
- (vii) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and
- (viii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

In accordance with Section 607.0602, Florida Statutes, the Board of Directors shall determine all of the preferences, limitations, and relative rights for each series of Preferred Stock before the issuance of any shares of that series. The shares of Preferred Stock of any one series shall be identical with each other in such series in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the

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Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

- (x) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;
- (y) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and
- (z) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro-rata to the holders of the Common Stock in accordance with their respective rights and interest.

C. Reservation of Shares for Option Pool. The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares under an Equity Compensation Plan (as defined below) effective without shareholder action. The Company hereby reserves for issuance under the Equity Compensation Plan shares of its Common Stock (and/or options, warrants, or other Common Stock purchase rights and the Common Stock issued pursuant to such options, warrants or other rights) equaling up Twenty (20%) percent of the number of it then fully diluted capital shares outstanding at the time of such issuance to be authorized and reserved for issuance to employees, consultants or directors in accordance with any Board approved employee stock option plan, employee stock purchase plan, employee restricted stock plan, or other employee stock plan, (such number of shares to be adjusted for any stock dividends, combinations, splits, recapitalizations and the like) (the "Equity Compensation Plan").

ARTICLE V

BOARD OF DIRECTORS

A. Board of Directors. The Board of Directors of the Corporation shall consist of up to nine (9) Directors. The initial nine directors shall be elected as follows:

- (i) The Board of Directors shall consist of nine (9) directors. The initial nine (9) Common Stock elected Board members shall be Frederic Scott Blackburn, Paul Slaats, Joseph Williams, Anthony Barkett, Chuck Maynard, Frederick Duguay, Gary May, Steve Cervenka, and Robert Earl. The initial nine (9) Board Members shall serve until the earlier of (i) the Company's next annual shareholder meeting or, (ii) upon the issuance of Preferred Stock. The

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Board Members shall have full right to fill any vacancy caused by any resignation, death or removal of any director.

(ii) Upon the issuance of any Preferred stock, if ever, and so long as shares of Preferred Stock are or remain outstanding, the Board of Directors shall determine the number of Board Member seats, if any, that shall the Preferred Stock holders shall be entitled to elect under a separate class vote. The remaining Board Seats, if any, shall be elected by Common Stock holders voting together as a separate class. The Preferred Stock and Common Stock, voting separately as classes, shall elect their representatives to the Board at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

Directors so elected may be removed and vacancies in such seats filled only by like action. Each class may, at its option, elect fewer than the number of directors designated by this Article.

(iii) The Board shall meet at least once each calendar or fiscal year quarter. The Corporation shall reimburse the directors for all reasonable out-of-pocket expenses (including travel and lodging) incurred by a director in connection with serving in the position, including but not limited to the cost of attending meetings of the Board of Directors.

B. Quorum of Board of Directors. A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors comprising the Board of Directors.

ARTICLE VI

PREEMPTIVE RIGHTS

A. Preemptive Right for Subsequent Offerings by the Company.

(i) Subject to applicable securities laws, each Common Stock holder shall have a right of first refusal to purchase it's pro rata share of all Equity Securities (as defined below) that the Company may, from time to time, propose to sell and issue after the Original Issue Date, other than the Excluded Securities. Subject to and taking into consideration the Common Stock holders pre emptive rights as set forth herein this Article, each Common Stock holder's pro rata share is equal to the ratio of (a) the number of shares of the Company's Common Stock (on a fully diluted and as-converted to Common Stock basis) of which such Common Stock holder is deemed to be a holder immediately prior to the issuance of such Equity Securities to

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(b) the total number of shares of the Company's outstanding Common Stock (on a fully diluted basis) immediately prior to the issuance of the Equity Securities. The term "Equity Securities" shall mean (i) any Common Stock, Preferred Stock or other security of the Company, (ii) any security convertible into or exercisable or exchangeable for, with or without consideration, any Common Stock, Preferred Stock or other security (including any option to purchase such a convertible security), (iii) any security carrying any warrant or right to subscribe to or purchase any Common Stock, Preferred Stock or other security or (iv) any such warrant or right.

(ii) If the Company proposes to issue any Equity Securities, it shall give each Common Stock holder written notice of its intention, describing the Equity Securities, the price and the terms and conditions upon which the Company proposes to issue the same. Each Common Stock holder shall have five (5) days from the giving of such notice to agree to purchase its *pro rata* share of the Equity Securities for the price and upon the terms and conditions specified in the notice by giving written notice to the Company and stating therein the quantity of Equity Securities to be purchased. Notwithstanding the foregoing, the Company shall not be required to offer or sell such Equity Securities to any Common Stock holder who would cause the Company to be in violation of applicable federal securities laws by virtue of such offer or sale.

(iii) If not all of the Common Stock holders elect to purchase their *pro rata* share of the Equity Securities, then the Company shall have ninety (90) days from the notice it provided pursuant to this Article to sell the Equity Securities in respect of which the Common Stock holders' rights were not exercised, at a price not lower and upon general terms and conditions not materially more favorable to the purchasers thereof than specified in the Company's notice to the Common Stock holders pursuant to this Article. If the Company has not sold such Equity Securities within such ninety (90) day period, the Company shall not thereafter issue or sell any Equity Securities, without first offering such securities to the Common Stock holders in the manner provided above.

(iv) The rights of first refusal established by this Article shall not apply to, and shall terminate upon the earlier of (i) a Public Offering or (ii) an Acquisition or Asset Transfer.

(v) The rights of first refusal established by this Article shall have no application to (i) the Excluded Securities (ii) any Equity Securities issued pursuant to a merger, consolidation, acquisition or similar business combination approved by the Board, (iii) any Equity Securities issued in connection with any stock split, stock dividend or recapitalization by the Company; (iv) any Equity Securities that are issued by the Company pursuant a Public Offering, (v) up to 500,000 shares of Common Stock to be reserved or issued to any persons or entities as approved by the Board at anytime (such number of shares to be adjusted for any stock dividends,

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combinations, splits, recapitalizations and the like after the Original Issue Date); and (vi) any Equity Securities issued in connection with strategic transactions involving the Company and other entities, including, without limitation joint ventures, medical partnership, marketing or strategic alliance arrangements, or technology transfer or development arrangements; *provided* that the issuance of shares therein has been approved by the Board.

(i) For purposes of this Section Excluded Securities shall mean: shares of Common Stock and/or options, warrants or other Common Stock purchase rights and the Common Stock issued pursuant to such options, warrants or other rights authorized and reserved for issuance to employees, consultants or directors in accordance with any Board approved employee stock option plan, employee stock purchase plan, employee restricted stock plan, or other employee stock plan, and other issuances, reservations, or authorizations as set forth in Article (iv) (b); and shares of Common Stock or Convertible Securities issued pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution approved by the Board, provided that such issuances together do not exceed two percent of the number of issued and outstanding shares of Common Stock (on a fully diluted and as-if-converted to Common Stock basis) at the time of such issuance.

ARTICLE VII

RIGHT OF FIRST REFUSAL

A. Company's Rights of First Refusal.

(i) No shareholder shall sell, assign, pledge, or in any manner transfer any of the shares of Common Stock or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise, except by a transfer which meets the requirements hereinafter set forth in this Article.

(ii) If the shareholder desires to sell or otherwise transfer any of his shares, then the shareholder shall first give written notice thereof to the Company. The notice shall name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer.

(iii) For thirty (30) days following receipt of such notice, the Company shall have the option to purchase the shares specified in the notice at the price and upon the terms set forth in such notice; *provided, however*, that the Company in its sole discretion shall have the option to purchase a lesser portion of the shares specified in said notice at the price and upon the terms set forth therein. In the event of a gift, property settlement or other transfer in which the proposed transferee is not

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paying the full price for the shares, and that is not otherwise exempted from the provisions of this Article, the price shall be deemed to be the fair market value of the stock at such time as determined in good faith by the Board. In the event the Company elects to purchase all of the shares or a lesser portion of the shares, it shall give written notice to the transferring shareholder of its election and settlement for said shares shall be made as provided below in paragraph (d). The Company may assign its rights hereunder.

(iv) In the event the Company and/or its assignee(s), as the case may be, elect to acquire any of the shares of the transferring shareholder as specified in said transferring shareholder's notice, the Secretary of the Company shall so notify the transferring shareholder and settlement thereof shall be made in cash within forty-five (45) days after the Secretary of the Company receives said transferring shareholder's notice; provided that if the terms of payment set forth in said transferring shareholder's notice were other than cash against delivery, the Company and/or its assignee(s), as the case may be, shall pay for said shares on the same terms and conditions set forth in said transferring shareholder's notice.

(v) In the event the corporation and/or its assignees(s) do not elect to acquire all of the shares specified in the transferring stockholder's notice, said transferring stockholder may, within the thirty-day period following the expiration of the option rights granted in this Article transfer the shares specified in said transferring shareholder's notice that were not acquired by the Company and/or its assignees(s) as specified in said transferring shareholder's notice, subject to any contract to which the transferring shareholder is a party. All shares so sold by said transferring shareholder shall continue to be subject to the provisions of this Article in the same manner as before said transfer.

(vi) Anything to the contrary contained herein notwithstanding, the following transactions shall be exempt from the provisions of this Article VII:

(i) A shareholder's transfer of any or all shares held either during such shareholder's lifetime or on death by will or intestacy to such shareholder's immediate family or to any custodian or trustee for the account of such shareholder or such shareholder's immediate family or to any limited partnership of which the shareholder, members of such shareholder's immediate family or any trust for the account of such shareholder or such shareholder's immediate family will be the general or limited partner(s) of such partnership. "Immediate family" as used herein shall mean spouse, lineal descendant, father, mother, brother, or sister of the shareholder making such transfer. All shares so transferred shall continue to be subject to the provisions of this Article V in the same manner as before said transfer.

(ii) A shareholder's bona fide pledge or mortgage of any shares with a commercial lending institution, provided that any subsequent

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transfer of said shares by said institution shall be conducted in the manner set forth in this Article.

(iii) A shareholder's transfer of any or all of such shareholder's shares to the Company or to a fellow then existing shareholder of the Company.

(vii) The provisions of this Article may be waived with respect to any transfer by the Company, upon duly authorized action of its Board. Any sale or transfer, or purported sale or transfer, of securities of the Company shall be null and void unless the terms, conditions, and provisions of this Article are strictly observed and followed.

(viii) The foregoing right of first refusal shall terminate on the earlier of (i) ten years following the Original Issue Date or (ii) a Public Offering.

ARTICLE VIII

NOTICES

A. The certificates representing shares of stock of the corporation shall bear on their face the following legend so long as the foregoing right of first refusal, drag along provision and voting trust remain in effect:

"THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR OF THE CORPORATION AND/OR ITS ASSIGNEE(S), AS PROVIDED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, AND THE SALE, PLEDGE, HYPOTHECATION, OR TRANSFER OF THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TERMS AND CONDITIONS OF THE ARTICLES OF INCORPORATION, A COPY OF WHICH MAY BE OBTAINED UPON WRITTEN REQUEST TO THE SECRETARY OF THE COMPANY.

ARTICLE IX

INDEMNIFICATION

A. The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the

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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 resolution, vote of shareholders, the Act, 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). The term "Executive Officers" includes those individuals who are or 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 and not otherwise defined herein have the meaning set forth in Florida Business Corporation Act. The provisions of this Article are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE X

MISCELLANEOUS

A. The foregoing amendment and restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State (the "Original Issue Date").

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IN WITNESS WHEREOF, the Corporation has caused these Second Amended
and Restated Articles of Incorporation to be executed as of April 4, 2008.

MY TEAM ZONE, INC.

By: 

Name:

F. Scott Blackburn

Title:

CEO President

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