

PO7000134377

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FILED
2008 APR 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

5-5-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OPIN SYSTEMS, INC.,
P07000134377
DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Steven M. Goldetsky
(Name of Contact Person)
Inrelex LAW Group, PLLC
(Firm/ Company)
5001 AMERICAN BLVD W
Suite 835
(Address)
Bloomington MN 55437
(City/ State and Zip Code)

For further information concerning this matter, please call:

Steve Goldetsky at (952) 835-3030
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
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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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OPIN SYSTEMS, INC.**

Effective March 28, 2008

FILED
2008 APR 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of full age, for the purpose of amending and restating the Articles of Incorporation under Florida Statutes Chapter 607 et. seq., do hereby adopt the following amended Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

Opin Systems, Inc.

ARTICLE II

Registered Office/Registered Agent

The registered office and registered agent of the corporation shall be as set forth in the records of the Florida Department of State, as may be changed from time to time in accordance with Florida law.

ARTICLE III

Stock

1. **Authorized Shares.** The authorized shares of stock of the corporation shall be 20,000,000 shares of common stock having no par value.

2. **No preemptive rights.** No shareholder of the corporation shall have any preemptive right or other right to acquire the common stock or any other securities of the corporation.

3. **No Cumulative Voting.** The shares issued by the corporation shall be entitled to one vote for each outstanding share. Shareholders of the corporation shall not be entitled to cumulate their votes in the election of directors.

ARTICLE IV

Liability of Directors

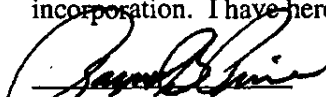
To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. A repeal or modification of this article shall not apply to any act or omission by a director which occurs prior to the effective date of such repeal or modification.

ARTICLE V

Directors Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors, *unless* the action need not be approved by the shareholders, in which case the action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. All directors shall be notified immediately of the text and effective date of any action so taken.

IN WITNESS WHEREOF, I acknowledge that these amended and restated articles of incorporation require the consent of the shareholders of the corporation and by my signature below I *certify* such consent was received by the unanimous vote of the shareholders which was sufficient for approval of these amended restated articles of incorporation. I have hereunto set my hand this 28th day of March, 2008.



Raymond B. Pinson

Chairman of the Board of Directors