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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
&  
Resubmitted  
Art.  
5/7/09  
DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** WORLDWIDE CARD SYSTEMS, INC. +

**DOCUMENT NUMBER:** P09000032808 +

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

Please return all correspondence concerning this matter to the following:

Gary H. Baker  
(Name of Contact Person)

Gary H. Baker, P.A.  
(Firm/ Company)

3001 Executive Drive, Suite 390  
(Address)

Clearwater, FL 33762  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Gary H. Baker at ( 727 ) 561-0066  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
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☒ \$43.75 Filing Fee &  
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☐ \$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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLDWIDE CARD SYSTEMS, INC.**

(Document Number P09000032808)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WORLDWIDE CARD SYSTEMS, INC.** (the "**Corporation**"), a corporation organized and existing under the Business Corporation Act of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1005, Florida Statutes, hereby adopts these Amended and Restated Articles of Incorporation (the "**Restated Articles**") which accurately restate and integrate the Articles of Incorporation filed on April 14, 2009, and all amendments thereto.

II. As of April 20, 2009, the Corporation had not yet issued shares, and the Restated Articles, including all amendments contained herein, were duly adopted by the sole Incorporator, as evidenced by the execution hereof.

III. The original Articles of Incorporation are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE I  
NAME**

The name of the Corporation is **WORLDWIDE CARD SYSTEMS, INC.** (the "**Corporation**").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 2260 Fifth Avenue South, St. Petersburg, Florida 33712.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 3993 Arlington Drive, Palm Harbor, Florida 34685, in the County of Pinellas. The name of the registered agent is Gary H. Baker.

**ARTICLE IV  
CORPORATE PURPOSES AND POWERS**

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be

organized under the Business Corporation Act of Florida (the "Act"). In furtherance of its corporation purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Act.

## **ARTICLE V**

### **CAPITAL STOCK**

The number of shares of capital stock that the Corporation is authorized to issue is Two Hundred Million (200,000,000), of a par value of \$.0001 per share.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the shareholders in the By-Laws of the Corporation.

2. The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of directors, but (subject to vacancies) in no event may there be less than one (1) director.

3. If any vacancy occurs on the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

## **ARTICLE VII**

### **AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE VIII**

### **LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision, act or failure to act, regarding corporate management or policy, by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**AFFILIATED TRANSACTIONS**

The Corporation shall not be governed by Section 607.0901, Florida Statutes.

**The amendments contained herein were adopted by the Incorporator without shareholder action and shareholder action was not required.**

Dated: April 20, 2009

Signature

  
Frank DeTillio  
Incorporator