

To: FL Dept of State
Subject: 000174.121223
Division of Corporations

From: Kim Weidenbach

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P09000103553

Florida Department of State
Division of Corporations
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March 10, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC.
25110 BERNWOOD DRIVE
SUITE 101
BONITA SPRINGS, FL 34135

SUBJECT: ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC.
REF: P09000103553

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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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC.**

ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC. (the "*Corporation*"), a corporation organized and existing under the Florida Business Corporation Act (the "*Act*"), does hereby certify:

I. The Corporation, pursuant to the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "*Restated Articles*"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on December 31, 2009.

II. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors, by written consent in lieu of a special meeting, dated effective February 1, 2010. The Amended and Restated Articles of Incorporation were adopted without shareholder action and shareholder action was not required.

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 The original Articles of Incorporation are hereby superseded by the Restated Articles, which are as follows:

**ARTICLE 1
NAME**

The name of the Corporation is **ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC.**

**ARTICLE 2
TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The street address of the registered office is 25110 Bernwood Drive, Suite 101, Bonita Springs, Florida 34135. The registered agent at such address is Brit E. Svoboda.

**ARTICLE 4
PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is 25110 Bernwood Drive, Suite 101, Bonita Springs, Florida 34135.

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ARTICLE 5
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE 6
CAPITAL STOCK

A. **Authorized Shares.** The total number of shares of capital stock of all classes that the Corporation will have the authority to issue is 20,000,000 shares, of which (i) 17,000,000 shares, of a par value of \$.001 per share, shall be a class designated as "*Common Stock*"; and (ii) 3,000,000 shares, of a par value of \$.001 per share, shall be designated as "*Preferred Stock*." The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as set forth below in this Article 6.

B. **Common Stock.** There shall be two (2) series of Common Stock, Series A Common Stock, consisting of 1,604,509 shares, \$.001 par value per share ("*Series A Common Stock*"), and Series B Common Stock, consisting of 15,395,491 shares, \$.001 par value per share ("*Series B Common Stock*"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote for each matter with respect to which stockholders have the right to vote and to fully participate in all stockholder meetings. There shall be no cumulative voting. The liquidation rights of the holders of the Common Stock are subject to and qualified by the rights and preferences of the Preferred Stock as hereinafter set forth. The transfer of the Common Stock may be limited by a shareholder agreement among the stockholders of the Corporation.

C. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors in one or more series. The Board of Directors is hereby expressly authorized to provide for the issuance of all or any of the remaining authorized shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, powers, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares, insofar as they are not inconsistent with the provisions of these Articles, and to the full extent permitted in accordance with the laws of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease the number of authorized shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of authorized shares of such series. The transfer of the Preferred Stock may be limited by a shareholder agreement among the stockholders of the Corporation.

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D. Series A Preferred Stock. A series of Preferred Stock is hereby designated and known as "*Series A Preferred Stock*" and shall consist of one (1) share, \$.001 par value per share. The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series A Preferred Stock shall be as follows:

1. **Voting Rights.** Except as otherwise required by the Act or as provided in these Articles, the shares of Series A Preferred Stock shall have no voting rights.

2. **Dividend Rights.**

(a) Each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof to receive dividends thereon in the aggregate amount of \$1,300,000.00 per share of Series A Preferred Stock (the "*Series A Preferred Dividend*"). Dividends shall not accrue until such time as the Board of Directors have declared a dividend payment or other distribution from the Corporation to its stockholders regardless of whether there are any profits, surplus or other funds of the Corporation legally available for dividends. Upon full payment of the Series A Preferred Dividend, the Series A Preferred Stock shall automatically cancel and have no further rights as a stockholder of the Corporation.

(b) Except as provided in Article 6.E.2(a), without Series A Approval (as defined below), no dividends or other distributions shall be paid on any Common Stock or capital stock (including any shares of treasury stock), preferred stock, or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity (collectively, "Equity Securities") of the Corporation while any portion of the Series A Preferred Dividend remains unpaid. In the event a dividend or other distribution shall be insufficient to permit the payment in full of the Series A Preferred Dividend and the Series B Preferred Dividend (as defined in Article 6.E.2(a) below), then the amount of the dividend or other distribution shall be distributed ratably based upon the Series A Preferred Dividend and the Series B Preferred Dividend among such holders of the Series A Preferred Stock and Series B Preferred Stock.

3. **Preferences on Liquidation, Dissolution, etc.**

(a) **Liquidation Preference.** Upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, a consolidation, merger or reorganization of the Corporation with or into any other corporation or corporations in which the stockholders of the Corporation shall own less than twenty five percent (25%) of the voting securities of the surviving corporation or any transaction or series of related transactions in which in excess of twenty five percent (25%) of the Corporation's voting power is transferred or the sale, transfer or lease of all or substantially all of the assets of the Corporation (a "*Liquidation Event*"), after payment of all amounts owing to holders of any other Equity Securities of the Corporation senior to Series A Preferred Stock and/or Series B Preferred Stock (the "*Senior Securities*"), the holders of outstanding shares of Series A Preferred Stock and Series B Preferred Stock will be entitled to receive, out of the assets of the Corporation remaining after all of the Corporation's debts and liabilities have been paid or otherwise provided for, but before any payments have been made to

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the holders of Common Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Series A Preferred Stock, (i) an amount equal to any unpaid Series A Preferred Dividend (the "*Series A Liquidation Preference*"), plus (ii) an amount equal to the unpaid Series B Preferred Dividend (the "*Series B Liquidation Preference*") held by them. If upon any Liquidation Event, the assets of the Corporation available to be distributed as aforesaid among the holders of the Series A Preferred Stock and Series B Preferred Stock shall be insufficient to permit the payment in full to them of the Series A Liquidation Preference and the Series B Liquidation Preference, then the entire assets of the Corporation so to be distributed shall be distributed ratably based upon the Series A Liquidation Preference and the Series B Liquidation Preference among such holders of the Series A Preferred Stock and Series B Preferred Stock.

(b) Remaining Liquidating Distributions. After payment has been made in full to the holders of Preferred Stock of their Series A Liquidation Preference and Series B Liquidation Preference, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock.

(c) Assets Other Than Cash. If assets other than cash are to be distributed to any holders of the shares of capital stock of the Corporation pursuant to Article 6.D.3, the amount received by such holders upon receipt of those assets shall be deemed to be the fair market value of such assets as determined by a third party appraiser selected by the Board of Directors with the approval of the holders of the Series A Common Stock (the "*Series A Common Approval*"). If shares of stock or other securities are distributed to any holders of the Common Stock pursuant to Article 6.D.3, the fair market value shall mean per share or unit of such security, at any date, the average of the daily market prices (as hereinafter determined) (the "*Market Price*") for the twenty (20) trading business days ending on the second trading day immediately preceding the date of distribution. The "*Market Price*" for each such business day shall be the last sales price on such day as reported on the consolidated transaction reporting system for the principal securities exchange on which the shares of stock or other securities being distributed pursuant to Article 6.D.3 is then listed or admitted to trading (or, if applicable, the last sale price reported by the National Association of Securities Dealers Automated Quotation Service ("*NASDAQ*") National Market System), or, if no sale takes place on such day on any such exchange or no such sale is quoted on such system, the average of the closing bid and asked prices on such day as so reported, or, if such securities are not then listed or admitted to trading on any stock exchange, the Market Price for each such business day shall be the average of the reported closing bid and asked prices on such day in the over-the-counter market, as reported by NASDAQ. If no Market Prices are reported, then the Market Price shall be the fair market value as determined by a third party appraiser selected by the Board of Directors with Series A Common Approval. If such securities are subject to an agreement or other restriction limiting their free marketability, the loss of that marketability shall be considered by the Board of Directors in making its determination of fair market value.

4. Redemption of Series A Preferred Stock. Commencing on January 1, 2013, a holder of Series A Preferred Stock may deliver a written request for redemption of Series A Preferred Stock to the Corporation (such redemption being referred to herein as a "*Series A Redemption*," such request being referred to herein as a "*Series A Redemption Request*" and such holder being referred to herein as a "*Series A Requesting Holder*"), which shall include the

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number of shares of Series A Preferred Stock to be redeemed and the purchase price requested by the Series A Requesting Holder for the redemption of such Series A Preferred Stock. Upon receipt of the Series A Redemption Request, the Corporation shall have the option to redeem from such Series A Requesting Holder all (but not less than all) of the shares included in the Series A Redemption Request, at the per share price set forth in the Series A Redemption Request for a period of thirty (30) days (the "*Series A Redemption Period*"). The Corporation may elect to exercise the Series A Redemption by delivering written notice to the Series A Requesting Holding prior to the expiration of the Series A Redemption Period (the "*Series A Redemption Election*").

(a) In the event the Corporation delivers the Series A Redemption Election, the Corporation shall redeem the Series A Preferred Stock pursuant to the terms of the Series A Redemption Request within thirty (30) days of the Corporation's delivery of the Series A Redemption Election.

(b) In the event the Corporation does not elect to redeem such Series A Preferred Shares prior to the expiration of the Series A Redemption Period, the Series A Requesting Holder shall have the right to sell such Series A Preferred Stock included in the Series A Redemption Request to a third party, provided and on condition that: (i) the terms and conditions of such third party purchase are the same as the terms set forth in the Series A Redemption Request, and (ii) a majority of the holders of Common Stock approve the third party purchaser, which approval shall not be unreasonably withheld. Notwithstanding anything herein to the contrary, in the event the terms of such third party purchase are not in accordance with the Series A Redemption Request, the Series A Requesting Holder must first deliver a revised Series A Redemption Request to the Corporation and follow the offer procedure pursuant to this Article 6.D.4(a).

(c) In the event the sale of the Series A Preferred Shares is not consummated with a third party following a Series A Redemption Request, or a Series A Redemption Request is only for a portion of the Series A Preferred Stock held by such Series A Requesting Holder, such holder of Series A Preferred Stock may, at any time, deliver subsequent Series A Redemption Requests to the Company.

5. No Reissuance of Series A Preferred Stock. No share of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

6. No Impairment of Rights. The Corporation will not, without approval of the all of the holders of Series A Preferred Stock (the "*Series A Approval*"), by amendment of these Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Preferred Stock set forth herein.

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7. Waiver. Any of the rights of the holders of Series A Preferred Stock set forth herein may be waived by the affirmative vote or written consent of the holders of all Series A Preferred Stock then outstanding.

E. Series B Preferred Stock. A series of Preferred Stock is hereby designated and known as "Series B Preferred Stock" and shall consist of forty (40) shares, \$.001 par value per share. The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series B Preferred Stock shall be as follows:

1. Voting Rights. Except as otherwise required by the Act or as provided in these Articles, the shares of Series B Preferred Stock shall have no voting rights.

2. Dividend Rights.

(a) Each issued and outstanding share of Series B Preferred Stock shall entitle the holder of record thereof to receive dividends thereon in the aggregate amount of \$25,000.00 per share of Series B Preferred Stock issued and outstanding (the "Series B Preferred Dividend"). Dividends shall not accrue until such time as the Board of Directors have declared a dividend payment or other distribution from the Corporation to its stockholders regardless of whether there are any profits, surplus or other funds of the Corporation legally available for dividends. Upon full payment of the Series B Preferred Dividend, the Series B Preferred Stock shall automatically cancel and have no further rights as a stockholder of the Corporation.

(b) Except as provided in Article 6.D.2(a), without Series B Approval (as defined below), no dividends or other distributions shall be paid on any Common Stock or other Equity Securities of the Corporation while any portion of the Series B Preferred Dividend remains unpaid. In the event a dividend or other distribution shall be insufficient to permit the payment in full of the Series A Preferred Dividend and the Series B Preferred Dividend, then the amount of the dividend or other distribution shall be distributed ratably based upon the Series A Preferred Dividend and the Series B Preferred Dividend among such holders of the Series A Preferred Stock and Series B Preferred Stock.

3. No Reissuance of Series B Preferred Stock. No share of Series B Preferred Stock acquired by the Corporation by reason of redemption, purchase, or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

4. No Impairment of Rights. The Corporation will not, without approval of all of the holders of Series B Preferred Stock (the "Series B Approval"), by amendment of these Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series B Preferred Stock set forth herein.

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5. Waiver. Any of the rights of the holders of Series B Preferred Stock set forth herein may be waived by the affirmative vote or written consent of the holders of all Series B Preferred Stock then outstanding.

F. Additional Preferred Stock. The balance of the authorized Preferred Stock, consisting of 2,999,959 shares, \$.001 par value per share, may be issued in one or more series as approved by the Board of Directors pursuant to Article 6.D., with Series A Common Approval.

ARTICLE 7
DIRECTORS

This Corporation shall have six (6) Directors. The number of Directors may be changed from time to time as set forth in the Bylaws adopted by the Shareholders.

ARTICLE 8
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting as set forth in the Bylaws.

ARTICLE 9
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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on February 11th 2010.


Britt B. Stoboda, President

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To: FL Dept of State
Subject: 000174.121223

From: Kim Weidenbach

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Having been named as Registered Agent and to accept service of process for ADVANCED INFRASTRUCTURE TECHNOLOGIES, INC., at the place designated in the Amended and Restated Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date:

3/11/10



Britt E. Svoboda

"REGISTERED AGENT"

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