

P93000046777



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 222976 4392748

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 15, 1997

ORDER TIME : 11:37 AM

ORDER NO. : 222976-005

CUSTOMER NO: 4392748

CUSTOMER: Mr. J. Neal Mobley  
Nelson Hesse Cyril Smith  
2070 Ringling Boulevard

Sarasota, FL 34237

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-01/15/97--01082--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: CHRISTIAN PURCHASING  
NETWORK, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 JAN 15 PM 3:27  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 15 PM 1:10  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 7, 1997

J. Neal Mobley  
Nelson Hesse  
2070 Ringling Blvd.  
Sarasota, FL 34237

SUBJECT: CHRISTIAN PURCHASING NETWORK, INC.  
Ref. Number: P93000046777

We have received your document for CHRISTIAN PURCHASING NETWORK, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The filing fee for this document is \$87.50(\$35 filing fee plus \$52.50 for a certified copy).

Please entitle your document Restated Articles of Incorporation.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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"); and the registered agent's signature.

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

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 497A00000631

RESTATED ARTICLES OF INCORPORATION  
OF  
CHRISTIAN PURCHASING NETWORK, INC.

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CHRISTIAN PURCHASING NETWORK, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The authorized capitalization of the Corporation is hereby increased from 100,000 shares of no par value stock to 5,000,000 shares of \$0.01 par value stock, its shareholders are granted preemptive rights, and its Articles of Incorporation are hereby amended to reflect those and certain other changes and, as so amended, are restated in their entirety to read as follows:

ARTICLES OF INCORPORATION  
OF  
CHRISTIAN PURCHASING NETWORK, INC.

ARTICLE I.  
Name

The name of the corporation is CHRISTIAN PURCHASING NETWORK, INC.

ARTICLE II  
Term of Existence

The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to applicable Florida law.

ARTICLE III.  
Nature of Business

The Corporation is organized to engage in any and all lawful businesses.

#### ARTICLE IV.

##### Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V. Capital Stock

The Corporation is authorized to issue 5,000,000 shares of \$0.01 par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable. All shares of the Corporation issued prior to the effective date of these Articles of Incorporation shall be cancelled and new shares issued in the ratio of 80 new shares to replace each old share.

#### ARTICLE VI. Registered Office and Agent

The street address of the registered office of the Corporation shall be 3231 Gulf Gate Drive, Suite 204, Sarasota, Florida 34231, and the registered agent of the Corporation at such address is JOSEPH DEAN.

#### ARTICLE VII. Directors

The Corporation shall have a board of directors consisting of at least one member. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors.

ARTICLE VIII.  
Amendment of Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX.  
Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation, except that there shall be no preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
3. Shares sold through an offering of the stock of the Corporation for which registration is required under the Securities Act of 1933 (15 USCS §§ 77a et seq.) or the Florida Securities Investor Protection Act (Chapter 517, Florida Statutes).

ARTICLE X.  
Removal of Directors

The shareholders of the Corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XI.  
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XII.  
Mailing Address

The principal office and mailing address of the Corporation is 3231 Gulf Gate Drive, Suite 204, Sarasota, Florida 342321.

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2. The foregoing amendment and restatement shall become effective at 12:01 a.m. on January 1, 1997.

3. The amendment and restatement recited in Section 1 above has been duly adopted in accordance with the provisions of §§607.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment, declaring its advisability and the Corporation's single shareholder having approved of such amendment and restatement by executed written action, all as of December 20, 1996.

IN WITNESS WHEREOF, CHRISTIAN PURCHASING NETWORK, INC., has causes these Articles of Amendment and Restatement to be prepared under the signature of its President, this 20<sup>th</sup> day of December, 1996.

CHRISTIAN PURCHASING NETWORK, INC.

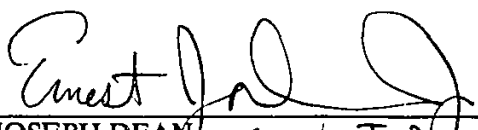
By:

  
Thomas J. McElheny, President

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ACCEPTANCE OF REGISTERED AGENT

I hereby agree, as Registered Agent for CHRISTIAN PURCHASING NETWORK, INC., to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

  
JOSEPH DEAN Ernest J. Dean Jr.  
Registered Agent