

P93000050325

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From: Nery C. Toledo, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

DEAR FILING OFFICER: PLEASE FILE THIS DOCUMENT WITH A FILING EFFECTIVE DATE OF FEBRUARY 3, 2000. THANK YOU. NERY C. TOLEDO, L. ASST.

BASIC AMENDMENT
NETWORK DECISIONS INC.

Certificate of Status	0
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00 FEB -4 AM 11:52
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

22062 - 99369

Amended & Restated
Articles
2-4-00 DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 2000

NETWORK DECISIONS INC.
9151 W. SUNRISE BLVD.
PLANTATION, FL 33322

SUBJECT: NETWORK DECISIONS INC.
REF: P93000050325

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.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000005473
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NETWORK DECISIONS INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Incorporation of **NETWORK DECISIONS INC.**, a Florida corporation (the "Corporation") originally filed with the Department of State of the State of Florida on July 13, 1993, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act") as follows:

**ARTICLE I
NAME**

The name of the Corporation is **NETWORK DECISIONS INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is: 9151 W. Sunrise Boulevard, Florida 33322. The mailing address of the corporation is c/o Akerman, Senterfitt & Eidson, P.A., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE III
CAPITAL STOCK**

The total number of shares which this Corporation is authorized to issue is twenty-five million (25,000,000) shares, of which twenty million (20,000,000) shares shall be common stock, par value \$0.0001 per share (the "Common Stock"), and five million (5,000,000) shares shall be preferred stock, par value \$0.0001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

1. Preferred Stock. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

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(a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

2. Common Stock. Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

ARTICLE IV **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

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**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The above Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and the Shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821, respectively, of the Act, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Written Consent of the Board of Directors and the Shareholders of the Corporation dated January 26, 2000.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation, for the purposes of amending and restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation of the Corporation, hereby declaring and certifying that the facts herein stated are true and correct this 10 day of January, 2000.

NETWORK DECISIONS INC.

By: 
Emer Natalio, President

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NETWORK DECISIONS INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of January, 2000.

American Information Services, Inc.

By: *Nery C. Toledo, V.P.*
Nery C. Toledo, Vice President

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