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BASIC AMENDMENT

LEXSYS SOFTWARE CORP.

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**ARTICLES OF RESTATEMENT
OF
LEXSYS SOFTWARE CORP.**

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Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Restated Articles of Incorporation:

1. The name of the Corporation is LexSys Software Corp., a Florida corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on January 31, 1994.
3. The Articles of Incorporation of the Corporation are amended as follows:
 - (a) The following Articles of the original Articles of Incorporation are hereby deleted in their entirety: Article II - Purposes, Article III - Powers, Article VI - Directors and Article VII - Classification of Directors.
 - (b) Article IV is renumbered as Article II and is hereby amended to authorize 30,000,000 shares of common stock, par value \$.001 per share, and 10,000,000 shares of preferred stock, par value \$.001 per share.
 - (c) Article V is hereby renumbered as Article IV and the address of the principal office has been changed to 6801 Lake Worth Road, Lake Worth, Florida 33467.
 - (d) Article VIII has been renumbered as Article III and the address of the registered agent has been changed to 6801 Lake Worth Road, Lake Worth, Florida 33467.
 - (e) New Articles, Articles V and VI, are being added regarding election not to be governed by the Affiliated Transaction Statute and the Control Share Act.
4. These amendments to the Articles of Incorporation were duly adopted by the shareholders of the Corporation on February 22, 2001 and the number of votes cast for the amendment by the Shareholders was sufficient for approval. These amendments to the Articles of Incorporation were duly adopted by all of the Directors of the Corporation on February 22, 2001.
5. There are no discrepancies between the provisions of the Articles of Incorporation and the provision of these Amended and Restated Articles of Incorporation, other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1003, Florida Statutes, and the omission of matters of historical interest.

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6. The text of the Corporation's Articles of Restatement is as follows:

ARTICLE I. NAME

The name of the Corporation is LEXSYS SOFTWARE CORP.

ARTICLE II. CAPITAL STOCK

The Corporation is authorized to issue 30,000,000 shares of common stock with a par value of \$.0001 per share; and 10,000,000 shares of preferred stock, with a par value of \$.0001 per share, in such series and variations in the relative rights and preferences, if any, between such series as the Board of Directors shall determine.

A. COMMON STOCK. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for such share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

B. PREFERRED STOCK. The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The extent of the voting powers, full or limited, if any, of the shares of such series, provided that the holder of shares of such series (i) will not be entitled to more than one vote per share and (ii) will not be entitled to vote on any matter separately as a class, except (i) to the extent provided by Florida law and (b) to the extent specified in the Preferred Stock Designation

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with respect to such series;

2. The designation and name of such series and the number of shares that shall constitute such series;

3. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;

4. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;

5. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;

6. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provision and the extent to which the charges therefor are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;

7. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;

8. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;

9. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and amount of such consideration that shall be credited to the capital account; and

10. Any other preferences and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

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All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 6801 Lake Worth Road, Lake Worth, Florida 33467 and the name of the registered agent at such address is Charles R. Taylor, Jr.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 6801 Lake Worth Road, Lake Worth, Florida 33467.

ARTICLE V. AFFILIATED TRANSACTION STATUTE

Pursuant to Section 607.0901(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the Section 607.0901 of the Florida Business Corporation Act with respect to any "affiliated transaction" (as defined therein).

ARTICLE VI. CONTROL SHARE ACT

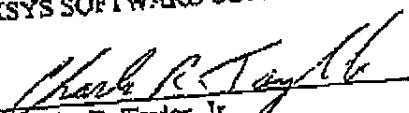
Pursuant to Section 607.0902(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0902 of the Florida Business Corporation Act with respect to any "control-share acquisitions" (as defined therein).

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement by its duly authorized officer this 23rd day of February, 2001.

LEXSYS SOFTWARE CORP.

By: 
Charles R. Taylor, Jr.
Chief Executive Officer and President

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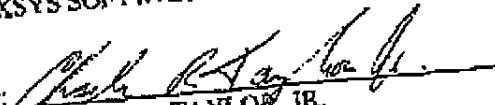
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**CERTIFICATE TO
ARTICLES OF RESTATEMENT
OF
LEXSYS SOFTWARE CORP.**

The foregoing Articles of Restatement were duly adopted in accordance with the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act. The Articles of Restatement were adopted by all of the the Shareholders and Directors of the Corporation by written consent dated February 22, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to Articles of Restatement by its duly authorized officer this 23rd day of February 2001.

LEXSYS SOFTWARE CORP.

By: 
CHARLES R. TAYLOR, JR.
Chief Executive Officer and President

LEXSYS SOFTWARE CORPORATION

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