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TRENAM KEMKER

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BASIC AMENDMENT

DENO MORRIS GROUP, INC.

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DENO MORRIS GROUP, INC.**

**FILED**  
00 DEC 20 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DENO MORRIS GROUP, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its President, certify as follows:

1. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on February 28, 1994 and all amendments thereto.

2. The Amended and Restated Articles of Incorporation of the Corporation filed together herewith contain amendments to the Corporation's existing Articles of Incorporation that require the approval of the holders of the Corporation's Class A common stock.

3. The amendments to the Corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are as follows:

- (a) The existing Article I is amended to update the Corporation's principal address.
- (b) The existing Article III is deleted.
- (c) The existing IV is redesignated Article III and amended to more concisely state the general purpose for which this Corporation is organized.
- (d) The existing Article V is redesignated Article IV and amended to (i) clarify the differences between the Class A shares and the Class B shares, (ii) clarify how consideration for issuance of shares of capital stock of this corporation may be paid, and (iii) clarify the right of this Corporation to purchase its own capital stock.
- (e) The existing Article VI is redesignated as Article V and amended to eliminate rights pertaining to cumulative voting for directors.
- (f) The existing Article VII is redesignated as Article VI and amended in its entirety to eliminate preemptive rights of the holders of Class A and Class B shares.
- (g) The existing Article VIII is redesignated Article VII.
- (h) The existing Article IX is redesignated Article VIII.
- (i) The existing Article X is redesignated Article IX and amended regarding the

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number, powers, quorum, removal and vacancy provisions applicable to this Corporation's Board of Directors.

(j) The existing Article XI is redesignated Article X.

(k) The existing Article XII is redesignated Article XI.

4. The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved and adopted by the sole director of the Corporation by written consent on October 31, 2000 in accordance with Section 607.1003, Florida Statutes.

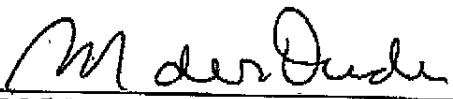
5. The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved and adopted by the holders of the Corporation's Class A common stock by unanimous written consent on October 31, 2000 in accordance with Section 607.1003, Florida Statutes.

6. The unanimous approval of the holders of the Corporation's Class A common stock was sufficient for approval of the Amended and Restated Articles of Incorporation and the amendments contained therein.

The Amended and Restated Articles of Incorporation filed together herewith constitute the Amended and Restated Articles of Incorporation of the Corporation as approved by the stockholders and the board of directors of the Corporation.

IN WITNESS WHEREOF, DENO MORRIS GROUP, INC. has caused this Certificate to be executed by its Chairman of the Board and Chief Technology Officer this 31st day of October, 2000.

DENO MORRIS GROUP, INC.

By:   
J. Michael den Ouden, Chairman of the  
Board and Chief Technology Officer

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DENO MORRIS GROUP, INC.**

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is Deno Morris Group, Inc. The principal address of this Corporation is 2531 Landmark Drive, Suite 102, Clearwater, Florida, USA 33761.

**ARTICLE II**

**DURATION**

The period of the duration of this Corporation is perpetual.

**ARTICLE III**

**GENERAL PURPOSE**

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments or successor thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**SHARES**

There shall be two kinds of shares authorized and issuable by the Corporation. One set of shares shall be known as "Class A" shares and shall consist of all voting shares. The other set of shares shall be known as "Class B" shares and shall consist of all non-voting shares. The aggregate number of "Class A" voting shares which the Corporation is authorized to issue is One Thousand (1000). The aggregate number of "Class B" non-voting shares which the Corporation is authorized to issue is One Thousand (1000). All shares shall have a par value of One Dollar (\$1.00) per share. The holders of Class A shares and Class B shares shall be entitled to the same rights, obligations and preferences, except for voting rights. The consideration for the issuance of shares may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
DENO MORRIS GROUP, INC.**

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evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. The Board of Directors of this Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this Corporation.

**ARTICLE V****VOTING OF SHARES**

1. Directors shall be elected by a majority of the votes of "Class A" shares at a meeting at which a quorum is present.
2. The affirmative vote of a majority of the outstanding "Class A" shares shall be necessary to approve any matter by the shareholders.

**ARTICLE VI****PREEMPTIVE RIGHTS**

The holders of Class A shares and Class B shares of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Class A shares or Class B shares issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

**ARTICLE VII****SHAREHOLDERS MEETING QUORUM**

A quorum of shareholders shall consist of one-third of the shares entitled to vote at a meeting of the shareholders.

**ARTICLE VIII****REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent is: Jan Michael den Ouden a/k/a M. den Ouden.  
The address of the initial Registered Agent is: 2391 Anthony Avenue, Clearwater, Florida 34619.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
DENO MORRIS GROUP, INC.**

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**ARTICLE IX****BOARD OF DIRECTORS**

1. **Number.** The Board of Directors of this Corporation shall consist of no less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time as provided in the bylaws of this Corporation. There shall be initially one director: Jan Michael den Ouden a/k/a M. den Ouden.

2. **Powers.** The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the stockholders.

3. **Quorum.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

4. **Removal.** Any or all of the directors of this Corporation may be removed from office at any annual or special meeting of shareholders by the affirmative vote of at least a majority of the then outstanding Class A shares of this Corporation. Notice of any such annual or special meeting of shareholders shall state that the removal of a director or directors is among the purposes of the meeting and shall state the grounds therefor. Directors may not be removed by the shareholders without cause.

5. **Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next shareholders' meeting at which directors are elected (or, if permitted under applicable law, until the expiration of the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred) and until such director's successor is duly elected and qualifies, unless such director sooner dies, resigns or is removed by the stockholders at any annual or special meeting. A director elected by shareholders to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
DENO MORRIS GROUP, INC.**

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**ARTICLE X****AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI****INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding whether civil, criminal, or investigative by reason of the fact that said person is or was a director, officer, employee, or agent of the Corporation.

IN WITNESS WHEREOF, DENO MORRIS GROUP, INC. has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its undersigned duly authorized officer this 31st day of October, 2000.

**DENO MORRIS GROUP, INC.**By: 

J. Michael den Ouden, Chairman of the  
Board and Chief Technology Officer