

P94000021354

AUSLEY & McMULLEN

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FILED

99 NOV 12 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 12, 1999

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Illuminative.Com, Inc.

Dear Madam/Sir:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Illuminative.Com, Inc., a Florida corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Robert A. Pierce
Robert A. Pierce

/dmw
Enclosures

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*Amend + Restate
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RECEIVED
99 NOV 12 PM 2:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 1999

AUSLEY & MCMULLEN
ATTN: ROBERT A. PIERCE
P.O. BOX 391
TALLAHASSEE, FL 32301

SUBJECT: ILLUMINACTIVE.COM, INC.
Ref. Number: P94000021354

We have received your document for ILLUMINACTIVE.COM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The person designated as registered agent in the document and the person *corrected* signing as registered agent must be the same.

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 (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 799A00054679

RECEIVED
99 NOV 16 PM 1:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ILLUMINACTIVE.COM, INC.**

FILED

99 NOV 12 PM 4:42

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Board of Directors, hereby file these Amended and Restated Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.

Name and Principal Address

The name of this Corporation shall be **Illuminactive.com, Inc.** The principal place of business and mailing address of this Corporation is 2840-E Remington Green, Tallahassee, Florida 32308.

ARTICLE II.

Nature of Business

The Corporation shall be organized for the purposes of providing services and products in the information industry and for any other business or purpose that is lawful under the laws of the United States of America and the State of Florida. The Corporation shall have all powers provided by law.

ARTICLE III.

Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the Registered Agent of the Corporation at the above address shall be **ROBERT A. PIERCE**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE IV.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V.

Stock

The authorized capital stock of this Corporation shall consist of one hundred million (100,000,000) shares of voting common stock with a par value of One Cent (\$0.01) per share.

ARTICLE VI.

Preferred Stock

In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue up to fifty million (50,000,000) shares of preferred stock with a par value of One Cent (\$0.01) per share (the "Preferred Stock"), any part or all of which shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles, which is effective without shareholder action, in accordance with the appropriate provisions of law, and any amendment or supplement thereto (a "Preferred Stock Designation"), and in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. Prior to an Initial Public Offering, the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock. Upon completion of the Initial Public Offering, the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock.

ARTICLE VII.

Preemptive Rights

Prior to the Initial Public Offering, each holder of Common Stock shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares the shareholder holds at the time

of issue bears to the total number of shares outstanding of Common Stock, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms, and conditions of the issues of shares, and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation. Holders of stock of the Corporation of a class other than Common Stock shall not have any preemptive rights. Upon completion of the Initial Public Offering no holder of stock of the Corporation shall be entitled to preemptive rights.

ARTICLE VIII.

Number of Directors

This Corporation shall have no fewer than seven (7) and no more than fifteen (15) Directors. The number of Directors shall be determined as provided in the By-laws. The terms of all directors shall expire at the annual meeting of the stockholders as provided for in the By-laws. All directors shall have a term of one (1) year.

ARTICLE IX.

Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

CATHI C. WILKINSON
Post Office Box 10095
Tallahassee, Florida 32302-2095

ARTICLE X.

Officers

The officers of the Corporation shall be a President and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-laws or determined by the Board of Directors.

ARTICLE XI.
Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit, or proceeding by judgment, order, settlement, or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- a. a majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or
- b. if a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- c. if a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit, or proceeding shall be determinative that the person acted within the necessary standard of conduct, and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators, and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is, or was, serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII.

Minimum Vote of Board of Directors for Certain Corporate Action

The following shall require an affirmative vote of not less than five sevenths (5/7ths) of the Board of Directors:

- a. the issuance of capital stock of any class in the Corporation;
- b. the sale of all or substantially all of the Corporation's assets; and
- c. the merger of the Corporation into another corporation.

ARTICLE XIII.

Amendment of Articles of Incorporation

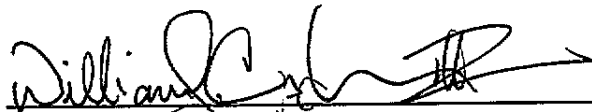
The power to adopt, alter, amend, or repeal these Articles of Incorporation shall be vested in the shareholders by majority vote.

ARTICLE XIV.

Adoption

These Amended and Restated Articles of Incorporation were adopted on November 4, 1999, by the vote of a majority of the outstanding shares of its only class of outstanding voting common stock, which vote was sufficient under Chapter 607, Florida Statutes, for the adoption of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, duly authorized director of Illuminative.com, Inc., hereby executes this document for the purpose of amending and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, this 4th day of November, 1999.



WILLIAM J. CRUMPACKER, III
Director

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

ILLUMINACTIVE.COM, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its registered office and has named **ROBERT A. PIERCE**, located at said address, as its Registered Agent.



WILLIAM J. CRUMPACKER, III
Director

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment 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 his duties and is familiar with and accepts the obligations of his position as Registered Agent.



ROBERT A. PIERCE
Registered Agent
Date: November 4, 1999