

FROM

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BASIC AMENDMENT

INTERSEARCH GROUP, INC.

Certificate of Status	0
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((H04000244060 3)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERSEARCH GROUP, INC.**

Pursuant to Sections 607.1007 and 607.1003 of the Florida Business Corporation Act (the "FBCA"), InterSearch Group, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named InterSearch Group, Inc. and was originally incorporated in the State of Florida on April 7, 1994, and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. These Amended and Restated Articles of Incorporation were approved by the shareholders pursuant to a written consent in lieu of a meeting dated December 9, 2004, and the votes cast for the amendment by the shareholders was sufficient for approval.

**I.
Name**

The name of the corporation is **InterSearch Group, Inc.**

**II.
Principal and Registered Office**

The address of the principal office of the Corporation is 4307 Bay Club Circle, Tampa, Florida 33607. The street address of the current registered office of the Corporation is 4307 Bay Club Circle, Tampa, Florida 33607, and the name of the registered agent of the Corporation in the State of Florida at such address is Frank J. McPartland.

**III.
Capital Stock**

A. The Corporation shall have authority to issue (1,200,000,000) shares of capital stock, consisting of 1,000,000,000 shares of Common Stock, \$0.001 par value per share (the "Common Stock"), and 200,000,000 shares of Preferred Stock, \$0.001 par value per share (the "Preferred Stock"), of which 137,442,776 shall be designated as "Series A Preferred Stock" (the "Series A Preferred").

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B. The Preferred Stock may be issued from time to time in one or more series. Pursuant to Section 607.0602 of the FCBA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Preferred Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FCBA.

C. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred are as follows:

1. Dividends.

- a. Series A Preferred. The holder of each share of Series A Preferred shall be entitled to receive dividends at the rate of \$0.00029103 per month on each outstanding share of Series A Preferred (as adjusted for any stock dividends, combinations or splits with respect to such shares). Such dividends shall be cumulative, and shall be payable (i) when, as, and if declared by the Board of Directors or (ii) upon a Liquidation Event (as defined below). Such dividends shall be payable in cash. If the Corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series A Preferred into a greater number of shares, the amount in effect immediately before the subdivision will be proportionately reduced, and conversely, if the outstanding shares of Series A Preferred are combined into a smaller number of shares, the amount in effect immediately before the combination will be proportionately increased.
- b. Preference. No dividends shall be paid or declared on any Common Stock of the Corporation during any fiscal year of the Corporation until all dividends on the Series A Preferred shall have been first paid or declared and set apart.

2. Liquidation Preference.

- a. Ranking. The Series A Preferred shall rank senior to the Common Stock.
- b. Preferential Amounts to Series A Preferred. In the event of any liquidation, dissolution, or winding up of the Corporation (a "Liquidation Event"), either voluntarily or involuntarily, the holders of the Series A Preferred shall be entitled to receive, prior and in preference to any payment or distribution to the holders of the Common Stock, or any other shares of capital stock ranking junior as to liquidation, dissolution, or winding up to the Series A Preferred, an amount equal to \$0.0161 (as adjusted for any stock dividends, combinations or splits with respect to such shares) for each share of Series A Preferred then so held, and the amount of any unpaid accrued dividend with respect to the Series A Preferred. If upon

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the occurrence of a Liquidation Event, the assets and funds of the Corporation are insufficient to permit the full payment of the liquidation preference to the holders of the Series A Preferred, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred in proportion to the amount of Series A Preferred owned by each such holder.

- c. Distribution of Remaining Assets. Upon a Liquidation Event and the completion of the distributions required by Sections 2(b), the remaining assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred and Common Stock based on the number of shares of Common Stock owned by each such holder (assuming conversion of all Series A Preferred).
- d. Deemed Liquidation. For purposes of this Section 2, a "Liquidation Event" includes (i) a sale of assets of the Corporation that are material to the ongoing operations of the Corporation or (ii) a merger, acquisition, or similar transaction, any of which results in the Corporation's shareholders immediately prior to such transaction holding less than fifty (50%) of the voting power of the surviving, continuing or purchasing entity.
- e. Non-cash Distribution. If any of the assets of the Corporation are to be distributed to shareholders other than in cash under this Section 2 or for any purpose, the value of the assets to be distributed will be deemed its fair market value. Any securities to be distributed to the shareholders shall be valued as follows:
 - i. If traded on a securities exchange or on the Nasdaq national market list, the value shall be deemed to be the average of the closing prices of the securities on such exchange or the Nasdaq national market list over the thirty (30) day period ending three (3) business days prior to the closing of the transaction;
 - ii. If actively traded over-the-counter (but not on the Nasdaq national market list), the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) business days prior to the closing of the transaction; and
 - iii. If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors of the Corporation and the holders of a majority of the Series A Preferred; and in the absence of an agreement as to same, said valuation issue shall be submitted to arbitration for resolution, and the costs of such arbitration shall be born by the Corporation.

3. Voting Rights.

(((H04000244060 3)))

FROM

(FRI)12.10'04 10:56/ST.10:53/NO.4863354735 P 5

((H04000244060 3)))

- a. Number of Votes. Except as otherwise required by law and the provisions of this Section 3, the holders of Series A Preferred and the holders of the Common Stock shall be entitled to notice of any shareholders' meeting and to vote together as a single class of capital stock upon any matter submitted to the shareholders for a vote, on the following basis:
 - i. Holders of Common Stock shall have one vote per share; and
 - ii. Holders of Series A Preferred shall have one vote per share.
 - b. Quorums. Except as otherwise required by law, the presence in person, by teleconference or by proxy of the holders of shares constituting fifty-one percent (51%) of the votes entitled to vote thereat, calculated in accordance with Section 3(a) hereof, shall constitute a quorum for the purpose of transaction of business at all meetings of shareholders.
4. Conversion. The holders of the Series A Preferred have conversion rights as follows:
- a. Optional Conversion; Right to Convert. Each share of Series A Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series A Preferred, into five (5) shares of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to such shares).
 - b. Automatic Conversion. Each share of Series A Preferred shall be converted automatically into the number of shares of Common Stock into which such shares of Series A Preferred are convertible pursuant to this Section 4, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, upon the earlier of (i) the closing of an underwritten initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, or (ii) the election of the holders of at least a majority of the then outstanding shares of Series A Preferred, voting together as a single class, to convert such shares into Common Stock.
 - c. Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred. The Corporation shall round up fractional shares to which the holder would otherwise be entitled to the nearest whole number. Before any holder of Series A Preferred shall be entitled to convert such shares into shares of Common Stock and receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred and shall give written notice

FROM

(FRI) 12. 10' 04 10:57/ST. 10:53/NO. 4863354735 P 6

((H04000244060 3)))

to the Corporation at such office that it elects to convert the same. The Corporation shall issue and deliver at such office to such holder of Series A Preferred a certificate or certificates for the number of shares of Common Stock to which it shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

- d. Reservation of Stock Issuable upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized and unissued shares of Common Stock, free from preemptive or other preferential rights, restrictions, reservations, dedications, allocations, options, other warrants and other rights under any stock option, conversion option or similar agreement, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred.
5. No Pre-emptive Rights. No shareholder of the Corporation shall have any preferential or pre-emptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.
6. Savings Clause. The Corporation and the holders of the Series A Preferred intend to comply strictly with applicable law regulating the maximum allowable rate or amount of interest that may be charged and collected on amounts due with respect to the Series A Preferred. Accordingly, the maximum aggregate amount of interest and other charges constituting interest under applicable law that are payable, chargeable, or receivable with respect to the Series A Preferred shall not be the maximum amount allowable under applicable law. The Corporation shall not be liable for any amounts in excess of the maximum lawful amounts, and any excess interest charged or collected by the holders of the Series A Preferred will constitute an inadvertent mistake and, if charged but not paid, will be cancelled automatically, or if paid, will either be refunded to the Corporation or credited against future amounts owed by the Corporation to the holders of the Series A Preferred at the discretion of the Corporation

IV.

Indemnification.

The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to

FROM

(FRI)12.10'04 10:58/ST.10:53/NO.4863354735 P 7

((H04000244060 3)))

such amendment), indemnify all of the Corporation's officers and directors, all of the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Director or Officer is a party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Company would be obligated to indemnify or advance expenses to such Director or Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Article V and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article V are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties. No amendment to or repeal of this Article V shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

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(((H04000244060 3)))

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation as of December 9, 2004.



Frank J. McPartland
Chief Executive Officer and President

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