

05/04/98 MON 09:52 FAX

JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS  
922-4000

FAX #: (850)

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN  
66002140

ACCT#: 0766

CONTACT: KRISTEN DELEENE MARIE LGE  
PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: MERLIN INTERACTIVE SYSTEMS, INC.

AUDIT NUMBER.....H98000008211

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 3

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DIVISION OF CORPORATIONS

*Amended & Restated*

*Art.*

*Client # 39370.98728*

*5-4-98*

*DC*

(Untitled)

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FLORIDA DIVISION OF CORPORATIONS

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JOHNSON BLAKELY  
05/04/98 09:28 Florida Department p1 /1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 4, 1998

MERLIN INTERACTIVE SYSTEMS, INC.  
28870 US 19 NORTH STE. 300  
CLEARWATER, FL 34621

SUBJECT: MERLIN INTERACTIVE SYSTEMS, INC.  
REF: P94000038169

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.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000008211  
Letter Number: 698A00024241

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MERLIN INTERACTIVE SYSTEMS, INC.

The undersigned, as Secretary of MERLIN INTERACTIVE SYSTEMS, INC., a Florida corporation (the "Corporation"), does hereby certify that the following Amended and Restated Articles of Incorporation were adopted unanimously by a Special Action by Written Consent of the shareholders and the Board of Directors of the Corporation dated the 24th day of April, 1998. The number of votes cast by the shareholders for the Amended and Restated Articles of Incorporation set forth herein was sufficient for approval. The Amended and Restated Articles of Incorporation set forth herein supersede in their entirety the prior Articles of Incorporation filed on May 20, 1994, Document No. P94000038169.

Article I - Name

The name of the Corporation is MERLIN INTERACTIVE SYSTEMS, INC.

Article II - Duration

The duration of the Corporation shall be perpetual.

Article III - Purpose

The Corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

Article IV - Capital Stock

The Corporation shall be authorized to issue two (2) classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and common stock ("Common Stock"). The total number of shares of Preferred Stock that the Corporation shall have authority to issue is 1,000,000 at \$.0001 par value per share, and the total number of shares of Common Stock that the Corporation shall have authority to issue is 50,000,000 at \$.0001 par value per share. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation shall be issued in series. The Board of Directors of the Corporation is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series, including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;

Donald P. Reed; Johnson, Blakely, et al. 1  
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Clearwater, FL 33756  
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- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one (1) vote for each share held at all meetings of the stockholders of the Corporation. The holders of Preferred Stock shall be entitled to the number of votes set forth in the Designation of Shares of Preferred Stock.

Article V - Corporation's Principal Office

The principal office and mailing address of the Corporation is 28870 U.S. Highway 19 North, Suite 300, Clearwater 33761.

Article VI - Registered Office and Agent

The address of the registered office for the Corporation is 28870 U.S. Highway 19 North, Suite 300, Clearwater 33761 and the name of the registered agent for the Corporation is Mario Arancibia.

Article VII - Board of Directors

The Corporation shall have four (4) director. The number of directors may be either increased or decreased from time to time by amendment to the bylaws, but the number of directors shall never be less than one (1). The current directors are:

- Mario Arancibia
- Juan Usiar
- Mauro Arancibia
- Marcelo Arancibia

Article VIII - Affiliated Transactions and Control Share Acquisitions Opt-Out

The Corporation elects to opt-out of the requirements regarding transactions with affiliated parties set forth in Section 607.0901, *Florida Statutes*, and the control-share acquisition restrictions and the control-share voting requirements set forth in Section 607.0902, *Florida Statutes*. The requirements of Section 607.0901, *Florida Statutes*, regarding transactions with affiliated parties, and the restrictions and requirements of Section 607.0902, *Florida Statutes*, regarding control-share acquisitions of shares of the corporations, shall not be applicable to the Corporation.

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**Article IX - Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law as now or hereafter in effect.

**Article X - Amendment**

These Articles may be amended as permitted by the bylaws of the Corporation or by applicable law.

IN WITNESS WHEREOF, the undersigned Secretary of MERLIN INTERACTIVE SYSTEMS, INC. has executed these Amended and Restated Articles of Incorporation this 24<sup>th</sup> day of April, 1998.

MERLIN INTERACTIVE SYSTEMS, INC.,  
a Florida corporation

By:   
Secretary  
Mario Arancibia

**Acceptance by Registered Agent**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: April 24, 1998

  
Mario Arancibia, Registered Agent

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