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CCR  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 3-8-99

REF. #: 204.5896

CORP. NAME: HTYH. Com, Inc

Restated  
Articles

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

FILED  
99 MAR -8 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ \_\_\_\_\_

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

600002797296--1  
-03/08/99--01075--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> PLAIN STAMPED COPY |
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Examiner's Initials

MDR  
3/8/99

RECEIVED  
99 MAR -8 PM 11:22

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**HTYH.com, inc.**

69  
MAR - 8 PM 4:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HTYH.com, inc., a corporation organized and existing under and by virtue of the Laws of the State of Florida (the "Corporation"), pursuant to Section 607.1007 of the Florida Business Corporation Act, does hereby certify that the Board of Directors of HTYH.com, inc. has adopted a resolution setting forth these restated Articles of Incorporation, declaring the restatement advisable and in the Corporation's best interest. The restatement is as follows:

I. The Articles of Incorporation of this Corporation were filed with the Secretary of State of the State of Florida on August 8, 1994.

II. The Restated Articles of Incorporation are as follows:

**ARTICLE 1**

**Name**

The name of this corporation shall be:

HTYH.com, inc.

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

4908 Creekside Drive, Suite C  
Clearwater, FL 33760

## ARTICLE 3

### Capital Stock

A. Authorized Capitalization. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 70,000,000 shares, divided into the following: (i) 1,200,000 shares of Series A Convertible Preferred Stock, \$.001 par value (the "Series A Preferred Stock"), (ii) 18,800,000 shares of undesignated Serial Preferred Stock, \$.001 par value, and (iii) 50,000,000 shares of Common Stock, \$.001 par value.

B. Serial Preferred Stock. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

1. the designation of such series;
2. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;
3. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
4. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
5. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

6. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

7. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

8. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

C. Common Stock and Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to or imposed upon the Common Stock and Series A Preferred Stock are as follows:

1. Dividends. The holders of the Series A Preferred Stock shall be entitled, when, as and if declared by the Board of Directors of the Corporation, to share in any dividends or distributions paid out of the retained earnings or capital surplus of the Corporation to the holders of shares of Common Stock, at the same rate per share of Series A Preferred Stock. The right to dividends on shares of the common stock and Series A Preferred Stock shall not be cumulative, and no right shall accrue to holders of common stock or Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior period. Subject to the rights of the holders of the Series A Preferred Stock, and any other series of Serial Preferred Stock authorized pursuant to the terms of Part B of this Article 3, the holders of common stock shall be entitled to receive dividends out of the retained earnings or capital surplus of the Corporation when, as, and if decided by the Board of Directors.

2. Liquidation Preference.

a) Preference. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to receive, after payment or provision for payment of all creditors of the Corporation, but before any distribution or payment shall be made in respect of the Common Stock or any other stock of the Corporation ranking junior to the Series A Preferred Stock as to assets on liquidation, dissolution or winding up, an amount equal to \$2.50 per share, and no payment on account of liquidation, dissolution or winding up shall be made to the holders

of any series of Preferred Stock, or any other stock of the Corporation ranking on a parity with the Series A Preferred Stock as to assets, unless there shall likewise be paid at the same time to the holders of all shares of Series A Preferred Stock like proportionate distributive amounts ratably, in proportion to the full distributive amounts to which they are respectively entitled. The holders of the Series A Preferred Stock shall have no rights in respect of the remaining assets of the Corporation.

b) Merger. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Article 3; provided, however that a merger, consolidation or other reorganization transaction in which the stockholders of the Company own the less than a majority of the aggregate voting power of the surviving corporation after the transaction shall be deemed to be a liquidation.

### 3. Voting Rights.

a) General Rights - Preferred Stock. The holder of each share of Series A Preferred Stock shall be entitled to one vote per share of Series A Preferred Stock for the vote or consent of shareholders and, except as otherwise required by law, shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Series A Preferred Stock shall be entitled to receive notice of any shareholders' meeting in accordance with the bylaws of the Corporation and shall vote with holders of the Common Stock upon the election of directors and upon any other matter submitted to a vote of the shareholders, except those matters required by law to be submitted to a class vote. Fractional voting rights shall be rounded to the nearest whole number (with one-half rounded upward to one).

b) Voting Rights – Common Stock. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the stockholders of the Corporation on all matters coming before the stockholders of the Corporation, except as may be specifically provided in these Articles.

c) General Provisions. The manner of establishing the number of directors to constitute the Board of Directors and the procedures for electing directors shall be as set forth in the Bylaws of the Corporation. There shall be no cumulative voting in the election of directors.

4. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

a) Right of Conversion. Each share of Series A Preferred Stock 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 Stock. Each such share shall be convertible into one share of common stock.

b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of common stock at the then-effective Conversion Rate immediately upon the earlier to occur of (i) the effectiveness of a registration statement under the Securities Act of 1933, as amended, relating to a bona fide, firm commitment underwriting of the Corporation's common stock, or (ii) the Corporation or a successor to the Corporation becoming registered under the Securities Exchange Act of 1934.

c) Deposit of Certificates. Before any holder of Series A Preferred Stock shall be entitled to convert the same into common stock, the holder shall surrender the certificate or certificates for that Series A Preferred Stock at the office of the transfer agent for the common stock, which certificate or certificates, if the Corporation shall so request, shall be duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer to the Corporation or in blank, and shall give written notice to the Corporation at that office that the holder elects so to convert Series A Preferred Stock, and shall state in writing in that notice the name or names in which he or she wishes the certificate or certificates for common stock to be issued. Every such notice of election to convert shall constitute a contract between the holder of that Series A Preferred Stock and the Corporation, by which the holder of the Series A Preferred Stock shall be deemed to subscribe for the amount of common stock which he or she shall be entitled to receive upon the conversion, and, in satisfaction of that subscription, to deposit the Series A Preferred Stock to be converted and to release the Corporation from all liability under that stock, and thereby the Corporation shall be deemed to agree that the surrender of the certificate or certificates for the Series A Preferred Stock and the release of liability on that stock shall constitute full payment of the subscription for common stock to be issued upon that conversion.

d) Issuance of Certificates. As soon as practicable after the above-described deposit of certificates for Series A Preferred Stock accompanied by the written notice and the statement above prescribed, the

Corporation will issue and deliver at the office of the transfer agent to the person for whose account the Series A Preferred Stock was so surrendered, or to his or her nominee or nominees, certificates for the number of full shares of common stock to which that person shall be entitled as described above, together with a cash adjustment of any fraction of a share as stated in these Articles, if not evenly convertible. Subject to the following provisions of this paragraph, the conversion shall be deemed to have been made as of the date of surrender of the Series A Preferred Stock to be converted; and the person or persons entitled to receive the common stock issuable upon conversion of that Series A Preferred Stock shall be treated for all purposes as the record holder or holders of that common stock on that date. The Corporation shall not be required to convert, and no surrender of Series A Preferred Stock shall be effective for that purpose, while the stock transfer books of the Corporation are closed for any purpose; but the surrender of Series A Preferred Stock for conversion during any period while the books are so closed shall become effective for conversion immediately upon the re-opening of the books, as if the conversion had been made on the date the Series A Preferred Stock was surrendered.

e) Status. Shares of Series A Preferred Stock converted into common stock shall have the status of authorized and unissued shares of Series A Preferred Stock, and the number of shares of Series A Preferred Stock which the Corporation shall have authority to issue shall not be decreased by the conversion of such shares.

f) Reservation. The Corporation shall at all times reserve and keep available, out of its authorized and unissued common stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, such number of shares as shall from time to time be sufficient to effect the conversion of all shares of Series A Preferred Stock from time to time outstanding. The Corporation shall from time to time, in accordance with the laws of Florida increase the authorized amount of its common stock if at any time the number of shares of common stock remaining unissued shall not be sufficient to permit the conversion of all the then outstanding Series A Preferred Stock.

g) Fractional Shares. No fractions of shares of common stock will be issued upon conversion. In the event that because of any adjustments required to be made fractions of shares of common stock would be required to be issued upon conversion, the Corporation will, in lieu of issuing the fractions of shares, pay to the person otherwise entitled to the fractions the cash value of the fractions based upon the current market

price (as reasonably determined by the Corporation) per share of common stock on the day prior to that on which shares of Series A Preferred Stock are surrendered by that person for conversion.

#### ARTICLE 4

##### Registered Office and Registered Agent

The registered office of this corporation shall be located at 4908 Creekside Drive, Suite C, Clearwater, FL 33760, and the registered agent of this corporation at such office shall be Deborah A. Ray. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. 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 only by the stockholders.

#### ARTICLE 7

##### Purposes and Duration

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 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. This corporation shall have perpetual existence.

#### ARTICLE 8

##### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.



## ARTICLE 9

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE 10

### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

III. These Restated Articles of Incorporation contain amendments to the Articles of Incorporation that require shareholder approval. The Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on March 3, 1999, approved by the unanimous vote of the stockholders on March 3, 1999.

IV. These Restated Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, HTYH.com, inc. has caused these Restated Articles of Incorporation to be signed by the President this 3<sup>rd</sup> day of March, 1999.

HTYH.com, inc.

By: 

\_\_\_\_\_  
President  
K.C. Craichy