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FILED
2002 OCT 18 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Globenet Capital Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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Hand, Ret. & N.C.
C. Coulliette OCT 18 2002

Examiner's Initials

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLOBENET CAPITAL CORPORATION**

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I, Bob Semones, being the President of GlobeNet Capital Corporation, Florida corporation (the "Corporation"), hereby certify:

1. The name of the Corporation is GlobeNet Capital Corporation.
2. The Corporation was incorporated in Florida under the name of Corporate Capital, Inc. on September 12, 1994.
3. The Articles of Incorporation were subsequently amended to change the name of the Corporation to GlobeNet Capital Corporation on January 25, 1999.
4. These Fifth Amended and Restated Articles of Incorporation (hereinafter, the "Restated Articles") restate and integrate and further amend the provisions of the Corporation's Fourth Amended and Restated Articles of Incorporation.
5. The terms and provisions of these Restated Articles were adopted and affirmatively approved by unanimous written consents of the members of the Board of Directors of the Corporation effective as of August 20 and September 28, 2002.
6. The terms and provisions of these Restated Articles were affirmatively approved by a majority of all the issued and outstanding shares of all capital stock of the Corporation by written consent dated and effective on September 28, 2002.
7. Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation, as amended, is hereby amended and restated to read in its entirety as follows:

ARTICLE I – NAME

The name of the corporation is GCC-ARCA, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - PURPOSE

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 220 E. Central Parkway, Suite 3010, Altamonte Springs, Florida 32701.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue is 2,100 shares, \$.10 par value per share, consisting of no more than 2,000 shares of common stock and 100 shares of preferred stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 220 E. Central Parkway, Suite 3010, Altamonte Springs, Florida 32701. The name of the Corporation's registered agent at that office is: Bob Semones.

ARTICLE VI - INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the Business Corporation Act of the State of Florida, as amended from time to time, indemnify its officers, directors, employees and agents.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

No director shall be personally liable to this Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to this Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) pursuant to Section 607.0834 of the Business Corporation Act of the State of Florida; or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII - AMENDMENTS TO BYLAWS

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

IN WITNESS WHEREOF, the undersigned has executed these Fifth Amended and Restated Articles of Incorporation as of the 17th day of October, 2002.



Bob Semones

Chief Executive Officer