

# P95000090275

**Florida Department of State**

Division of Corporations

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TALLAHASSEE, FLORIDA

**BASIC AMENDMENT****CYBER NETWORKS, INC.****RECEIVED**

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DIVISION OF CORPORATIONS

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 30, 2000

CYBER NETWORKS, INC.  
P.O. BOX 670338  
CORAL SPRING, FL 33067US

SUBJECT: CYBER NETWORKS, INC.  
REF: P95000090275

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

THE LAST PAGE (CERTIFICATE) IS ILLEGIBLE AND NOT SUITABLE FOR IMAGING IF THERE IS NO SHAREHOLDER APPROVAL REQUIRED, PLEASE STATE SO.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's 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) 487-6880.

Karen Gibson  
Corporate Specialist

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TO-

PAGE 01

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CYBER NETWORKS, INC.**

The Articles of Incorporation of Cyber Networks, Inc. are hereby amended and restated, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), to read in their entirety as follows:

**ARTICLE 1 - NAME**

The name of the Corporation is **CYBER NETWORKS, INC.** (hereinafter, the "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3601 Turtle Run Blvd, No. 523, Coral Springs, Florida 33067-4250 and the mailing address is P.O. Box 670338, Coral Springs, Florida 33067-0006.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - CORPORATE CAPITALIZATION**

5.1 The total number of shares of stock which the Corporation shall have authority to issue is **NINETY-FIVE MILLION (95,000,000)**, consisting of **SEVENTY-FIVE MILLION (75,000,000)** shares of common stock having a par value of **\$0.0001** per share and **TWENTY MILLION (20,000,000)** shares of preferred stock having a par value of **\$0.0001** per share.

The following is a statement of the designations, powers, preferences and relative, and other rights in respect of the classes of common stock and preferred stock (collectively, the "Capital Stock"), and the limitations thereof, and of the authority with respect thereto expressly vested in the Board of Directors:

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(a) Common Stock. All shares of common stock shall be identical with each other in every respect. The shares of common stock shall entitle the holders thereof to one vote for each share upon all matters upon which shareholders have the right to vote. The holders of shares of common stock shall not be permitted to cumulate their votes for the election of directors. Subject to the preferences, privileges and powers with respect to each class of Capital Stock having any priority over the common stock and the qualifications, limitations, or restrictions thereof, the holders of the shares of common stock shall have and possess all rights pertaining to the Capital Stock.

(b) Preferred Stock. The preferred stock may be divided into and issued from time to time in one or more series as determined by the Board of Directors. The number of shares and any designations of each series and the voting powers, designations, preferences and relative, and other rights of the shares of each series, and the limitations thereof, shall be as stated in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors, subject to the limitations prescribed by law. The Board of Directors is expressly authorized to state in any such resolution or resolutions for each such series:

(i) The voting powers, if any, of the holders of shares of such series in addition to any voting rights required by law;

(ii) The rights in respect of dividends, including, without limitation, the rate or rates per annum and the time or times at which (or the formula or other method pursuant to which such rate or rates and such time or times may be determined) and conditions upon which the holders of shares of such series shall be entitled to receive dividends and other distributions, and whether any such dividends shall be cumulative or non-cumulative and, if cumulative, the terms upon which such dividends shall be cumulative;

(iii) Whether the shares of such series shall be redeemable by the Corporation at the option of the Corporation or the holder thereof or upon the occurrence of a specified event or events, and the terms and conditions upon which the shares of such series shall be redeemable;

(iv) The amount payable and the rights to which the holders of the shares of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(v) The terms, if any, upon which shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

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(vi) Any other designations, preferences and relative, or other rights, and the limitations thereof, so far as they are not inconsistent with the provisions of these Articles of Incorporation of the Corporation (the "Restated Articles") and to the full extent now or hereafter permitted by the laws of the State of Florida.

Subject to any limitations or restrictions stated in the resolution or resolutions of the Board of Directors originally fixing the number of shares constituting a series, the Board of Directors may, by resolution, increase or decrease (but not below the number of shares of the series then outstanding) the number of shares of the series subsequent to the issue of shares of that series; and if the number of shares of any series shall be so decreased, the shares constituting the decrease shall resume that status which they had prior to the adoption of the resolution originally fixing the number of shares constituting such series.

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

#### **ARTICLE 6 - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

6.1 The Corporation shall indemnify, to the fullest extent permitted by the FBCA, any person, who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she 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 liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

6.2 The Corporation shall have power to indemnify, to the fullest extent permitted by the FBCA, any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person 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 and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

6.3 Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt

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of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article 6. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

6.4 The indemnification and advancement of expenses provided pursuant to this Article 6 are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses, to the fullest extent permitted by the FBCA, or any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

#### **ARTICLE 7 - LIABILITY OF DIRECTORS**

No director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy unless such director's acts are proscribed by Section 607.0831 of the FBCA.

#### **ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of this Corporation is Scott Shakespeare and the registered office of the Corporation is located at 3601 Turtle Run Blvd., No. 523, Coral Gables, Florida 33067-4250.

#### **ARTICLE 9 - EFFECTIVE DATE**

These Restated Articles shall be effective immediately upon approval of the Department of State of the State of Florida.

#### **ARTICLE 10 - NO ADVERSE AFFECT**

The amendment to the Articles of Incorporation of the Corporation reflected in Article 5.1, does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division of shares reflected in Article 5.1 exceeding the percentage of authorized shares that were unissued before the division.

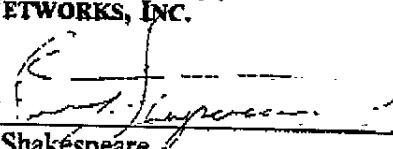
#### **ARTICLE 11 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, or in any amendment hereto, or to add any provision to these Restated Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Restated Articles or any amendment hereto are granted subject to this reservation.

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IN WITNESS WHEREOF, these Restated Articles, have been duly adopted and declared advisable by the Board of Directors of the Corporation by written consent of the directors, in lieu of meeting, dated May 18, 2000, in accordance with Section 607.0821 of the FBCA, approved and adopted by written consent of the holders of a majority of the outstanding shares of common stock (which was sufficient for approval), of the Corporation entitled to vote, in lieu of meeting, in accordance with Section 607 0704 of the FBCA dated May 18, 2000 and have been duly executed by the Chairman of the Board, President, Chief Executive Officer and Treasurer, of the Corporation the 30th day of May, 2000

CYBER NETWORKS, INC.

By:   
Scott Shakespeare  
Chairman of the Board, President, Chief Executive  
Officer and Treasurer

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### **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **CYBER NETWORKS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation.

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 31<sup>st</sup> day of May, 2000.

By

  
\_\_\_\_\_  
Scott Shakespeare