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BASIC AMENDMENT

IMAGE STATION, INC.

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Restated
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Articles of Restatement
of the
Articles of Incorporation
of

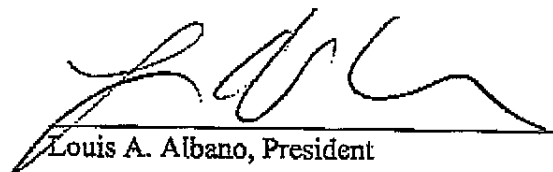
IMAGE STATION, INC.

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00 MAR 17 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.5007 of the Florida Business Corporation Act, this Corporation adopts the following Articles of Restatement of its Articles of Incorporation as follows:

1. The name of the corporation before and after restatement is Image Station, Inc.
2. The text of the restated Articles of Incorporation is attached hereto.
3. The restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation requiring shareholder approval. These Articles of Restatement were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act by the Board of Directors of the Corporation on January 31, 2000 and by a Shareholder Written Consent to Action dated as of January 31, 2000 in accordance with Section 607.0704 of the Florida Business Corporation Act. The number of votes cast in favor of these Articles of Restatement by the holders of the shares of Common Stock was sufficient for the approval by such holders.
4. The date of the adoption of the Restated Articles of Incorporation was January 31, 2000.
5. These Articles of Restatement shall be effective upon filing.

Date: January 31, 2000.


Louis A. Albano, President

#47015

Prepared by:
Philip M. Shasteen, Esq.
100 N. Tampa Street, Suite 1800
Tampa, FL 33602
813-225-2500
Florida Bar Number: 0194712

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**ARTICLES OF RESTATEMENT TO THE
ARTICLES OF INCORPORATION**

OF

IMAGE STATION, INC.

Image Station, Inc. (the "Corporation"), pursuant to the provisions of Section 607.1007, Florida Statutes, hereby adopts these Articles of Restatement to the Articles of Incorporation which amend and restate the Corporation's Articles of Incorporation as follows:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is Image Station, Inc. and its principal office is at 6160 Ulmerton Road, Suite 1, Clearwater, Florida 33760, or at such other place as the Board of Directors may designate from time to time.

ARTICLE II - AUTHORIZED SHARES

The total number of shares which the corporation shall have the authority to issue shall be five million five hundred thousand (5,500,000) shares, consisting of five million (5,000,000) shares of Common Stock and five hundred thousand (500,000) shares of Preferred Stock, all having a par value of \$0.001 per share. The preferred stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of preferred stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different shares of preferred stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to provide for the issuance of preferred stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limited the generality of the foregoing, the resolutions providing for issuance of any series of preferred stock may provide that such series shall be superior or ranked equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the preferred stock or common stock shall be

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a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by the Florida Business Corporation Act including, without limitation, an amendment to the Articles of Incorporation.

ARTICLE III – REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 6160 Ulmerton Road, Suite 1, Clearwater, Florida 33760, and the name of the registered agent of this corporation at that address is Louis A. Albano.

ARTICLE IV – BOARD OF DIRECTORS

Except as otherwise fixed by or pursuant to the provisions of Article II hereof relating to the rights of holders of any class or series of stock having preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the Directors of the Corporation shall be fixed from time to time by or pursuant to the Bylaws of this Corporation.

ARTICLE V – INDEMNIFICATION


The Corporation shall indemnify its officers and directors, and the heirs, executors, and administrators of such persons, to the full extent permitted by, but in accordance with the provisions of Section 607.0850 of the Florida Business Corporation Act. Reference to Section 607.0850 in the previous sentence shall constitute a reference to any legislation hereafter enacted by the Florida Legislature on the same general subject as present Section 607.0850, whether by amendment of that Section or by substitution of differently numbered material for it.

CERTIFICATE

In accordance with Section 607.1007(4), it is hereby certified that: The foregoing Restated Articles of Incorporation restate and amend in accordance with Section 607.1007, Florida Statutes, the provisions of the Corporation's Articles of Incorporation as theretofore amended. The Board of Directors adopted the Restated Articles of Incorporation and the amendments to the Articles of Incorporation appearing in the Restated Articles of Incorporation were duly approved by the shareholders of the Corporation in accordance with the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Date: January 11, 2000

IMAGE STATION, INC.

By 
Louis A. Albano, President and Secretary

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