

5/29/97

P96000080560

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:23 AM

((H97000008811 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: WINTEGRITY CORP.

AUDIT NUMBER.....H97000008811

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
help F1 Option Menu F2

NUM

Connect: 00:20:37

FILED  
97 MAY 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated  
Articles  
w/ NAME Change  
6-2-97 DC

5/29/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:23 AM

((H97000008811 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: WINTEGRITY CORP.

AUDIT NUMBER.....H97000008811

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:20:37

W97-12561



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 29, 1997

WINTEGRITY CORP.  
4477 WOODFIELD BLVD  
WEST PALM BEACH, FL 33483SUBJECT: WINTEGRITY CORP.  
REF: P96000080560

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 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"); 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 (904) 487-6908.

Steven Harris  
Corporate SpecialistFAX Aud. #: E97000008811  
Letter Number: 997A00029167

H97000008811

FILED  
97 MAY 30 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**WINTEGRITY CORP.**

WINTEGRITY CORP., through its undersigned Chairman and Chief Executive Officer, hereby files these Restated Articles of Incorporation. The undersigned, a natural person of at least eighteen years of age, hereby certifies that the shareholders and directors of Wintegrity Corp. adopted, by unanimous written consent, the following Restated Articles of Incorporation:

**ARTICLE I**

The name of the corporation is, from the date of filing of these Restated Articles of Incorporation, WinVista Corporation.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The date and time of the commencement of the corporate existence shall be the 16th day of September, 1996, the date of the filing of the original Articles with the Department of State for the State of Florida.

**ARTICLE IV**

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

**ARTICLE V**

This Corporation is authorized to issue Fourteen million (14,000,0000) shares of common stock, \$.001 par value, which shall be designated "Common Shares".

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842  
(305) 374-0801

H97000008811

H97000008811

## ARTICLE VI

This corporation shall have not less than two (2) directors nor more than fifteen (15) directors. The number of directors may be either increased or diminished from time to time, in accordance with the By-Laws but shall never be less than two (2). The names and addresses of the persons who are to serve as directors, President and Secretary until their successors are elected and shall qualify are:

John H. Wilson	-	Chairman/Chief Executive Officer/ and President
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Steven Tielons	-	Vice-President/Secretary
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Peter Wardel	-	Chief Financial Officer/Director
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Gary Kaufman	-	CFO/Director
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

## ARTICLE VII

The principal place of business and mailing address of this corporation is:

1035 S. Federal Highway  
Suite 209  
Delray Beach, Florida 33483

H97000008811

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842

H97000008811

### ARTICLE VIII

The name and address of the Registered Agent and initial registered office are:

Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, Florida 33131

### ARTICLE IX

The by-laws of the corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders specifically provide that such by-laws are not subject to amendment or repeal by the directors.

### ARTICLE X

#### Section 1. Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, demand, action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses, including, without limitation, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such claim, demand, action, suit, or proceeding, including any appeal of such action, suit or proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made with respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors or upon the approval of

H97000008811

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842

H9700000881\

a majority shareholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any claim, demand, action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any claim, demand, action, suit, or proceeding, on a preliminary determination that the director or officer met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

Section 2. Directors and Officers Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles or under the law.

DATED 28 day of May, 1997.

IN WITNESS WHEREOF, the undersigned executed these Restated Articles of Incorporation this 28 day of May, 1997.

  
John H. Wilson  
Chairman/Chief Executive Officer

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

BE IT KNOWN that on the 28th day of May, 1997, before me, a Notary Public in the State of Florida, County of Dade, personally appeared John W. Wilson, who is

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842

H9700000881\

H97000008811

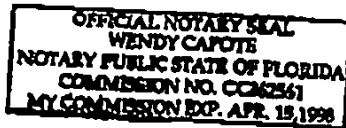
personally known to me or who produced his FIA DRIVER LICENSE as identification, has been shown to be the person described in and who executed the foregoing Restated Articles of Incorporation of Wintegrity Corp. and he acknowledged before me that he executed the same for the purposes therein expressed as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.



Notary Public, State of  
Florida at Large

My commission expires:



H97000008811

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842



H97000008811

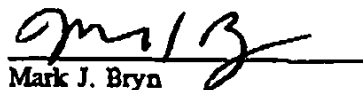
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

WINTEGRITY CORP., desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
Mark J. Bryn

Prepared by:  
Mark J. Bryn  
2 S. Biscayne Blvd.  
Suite 3599  
Miami, FL 33131  
FL Bar # 321842

H97000008811