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CORPORATION(S) NAME

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The Buy, Sell or Hold Company

Amended &
Restated

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BUY, SELL OR HOLD COMPANY

FILED
99 FEB 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation (the "Articles") of The Buy, Sell or Hold Company, a Florida corporation (the "Corporation"), are hereby adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act").

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Corporation is "The Buy, Sell or Hold Company". The principal office of the Corporation is 502 S. Fremont Avenue #106, Tampa, Florida 33606.

ARTICLE II
PURPOSE AND EXISTENCE

The purpose is to engage in any activities or business permitted under the Act. The Corporation shall have perpetual existence.

ARTICLE III
CAPITAL STOCK

The total number of shares of all classes which the Corporation has authority to issue is fifty-five million (55,000,000), of which fifty million (50,000,000) shares shall be designated as "Common Stock," and five million (5,000,000) shares shall be designated as "Preferred Stock." The Common Stock and Preferred Stock shall each have a par value of \$0.01 per share. The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the shares of each class of stock are as follows:

Preferred Stock. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action to increase or decrease the

number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(b) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(c) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall accumulate, if cumulative.

Common Stock. Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article III, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

ARTICLE IV **REGISTERED AGENT AND OFFICE**

The registered agent and office of the Corporation shall be S. Matthew Totty at the Company's principal office indicated above.

ARTICLE V **DIRECTORS**

The Corporation shall have not more than eleven directors, and the number of directors shall be set by the Board of Directors as set forth in the Corporation's Bylaws. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible. Except in case of death, resignation, disqualification, or removal for cause, each director shall serve for a term ending on the date of the third annual meeting of shareholders following the annual meeting at which the director was elected; provided, however, that each initial director in Class I shall hold office until the first annual meeting of shareholders after his election; each initial director in Class II shall hold office until the second annual meeting of shareholders after his election; and each initial director in Class III shall hold office until the third annual meeting of shareholders after his election. Despite the expiration of a director's term, he shall continue to serve until his successor, if there is to be any, has been elected and has qualified. In the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such an increase or decrease shall be apportioned among the three classes of directors so that the three classes remain as nearly equal in size as possible; provided, however, that there shall be no classification of additional directors elected by the Board of Directors until the next meeting of shareholders called for the purposes of electing directors, at which meeting the terms of all such additional directors shall expire, and such additional directors positions, if they are to be continued, shall be apportioned among the classes of directors and nominees therefor shall be submitted to the shareholders for their vote.

No director may be removed from the Board of Directors except by the shareholders for cause. Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors, may only be filled by the affirmative vote of the remaining directors even if the remaining directors constitute less than a quorum of the Board of Directors.

ARTICLE VI
LIMITATION ON DIRECTOR LIABILITY; INDEMNIFICATION

No director of the Corporation 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 by a director, unless the director breached or failed to perform his duties as a director and the director's breach of, or failure to perform, those duties constitute:

- (i) a violation of criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (ii) a transaction from which the director received an improper personal benefit;
- (iii) a circumstance under which the liability provisions of Section 607.0834 of the Act are applicable;
- (iv) in a proceeding by or in the right of the Corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard or willful misconduct for the best interests of the Corporation; or
- (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

The Corporation shall indemnify its officers and directors (and former officers and directors) to the fullest extent permitted under the Act and applicable law.

If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director (or additional rights of indemnification), then the liability of each director of the Corporation shall be eliminated or limited (or such additional rights of indemnification granted) to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect the elimination or limitation of liability or alleged liability, or rights of indemnification, pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

ARTICLE VII
SPECIAL MEETING OF SHAREHOLDERS

A special meeting of shareholders, for any purpose or purposes, may be called only by the

Executive Committee of the Board of Directors or by the Chief Executive Officer of the Corporation. In addition, the Secretary shall call a special meeting when requested in writing by the holders of at least 50% of all of the shares entitled to vote at a meeting. Such written shareholder request shall comply with the notice provisions of the Corporation's Bylaws.

ARTICLE VIII

ACTION BY WRITTEN CONSENT

The Board of Directors may act by unanimous written consent in lieu of a meeting.

Prior to the Initial Public Offering (defined below), any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Upon completion of the Initial Public Offering, all actions by the shareholders shall be taken at a meeting, with prior notice, and with a vote of the holders of the outstanding stock of each voting group entitled to vote thereon.

For purposes of these Articles, "Initial Public Offering" shall mean an initial public offering of the Corporation's capital stock pursuant to a firm commitment underwriting by a recognized regional or national investment bank where the value of Common Stock offered pursuant to such offering totals at least \$10,000,000.

ARTICLE IX

VOTING PROVISIONS

The affirmative vote of at least 66 2/3% of the directors is required for the following actions by the Corporation to be submitted to a vote of the shareholders:

- (i) sale of substantially all of the assets of the Corporation;
- (ii) liquidation of the Corporation;
- (iii) the merger, consolidation or reorganization of the Corporation, unless the shareholders of the Corporation own at least a majority of the combined voting power of the corporation resulting from such merger, consolidation or reorganization; or
- (iv) any increase in the number of directors above eleven directors;

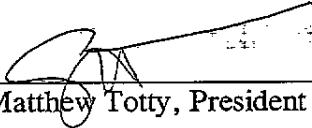
provided, further, that the affirmative vote of 66-2/3% of the holders of the Common Stock is required for shareholder approval of any action outlined in the clauses above.

ARTICLE X
AMENDMENTS

These Amended and Restated Articles of Incorporation may only be altered, amended or repealed by the affirmative vote of the holders of 66 2/3 % of the outstanding stock entitled to vote thereon.

These Amended and Restated Articles of Incorporation contain certain amendments requiring shareholder approval. The Corporation obtained the written consent of a sufficient number of shareholders for approval by the shareholders. on Feb 15, 1999

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of February, 1999.



S. Matthew Totty, President and CEO