

P97000045173

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

1. Axis, Inc (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE JUN 24 1999

99 JUN 24 AM 10:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 24, 1999

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: AUXIS, INC.  
Ref. Number: P97000045173

*Corrected  
Shores*

We have received your document for AUXIS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 999A00033659

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TALLAHASSEE, FL 32314  
JUN 24 1999

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AUXIS, INC.**

The undersigned officer hereby files these Amended and Restated Articles of Incorporation for AUXIS, INC., a Florida corporation (the "Corporation"), amending and restating its Articles of Incorporation originally filed with the Florida Secretary of State on May 21, 1997, in accordance with actions adopted by written consent of the Directors as of April 8, 1999, without shareholder action and shareholder action was not required, pursuant to the provisions of sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act:

**ARTICLE I**  
Name of Corporation

The name of the Corporation shall be Auxis, Inc.

**ARTICLE II**  
Principal Office and Initial Mailing Address of Corporation

The current mailing address of the principal place of business of the Corporation is 770 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134-2069.

**ARTICLE III**  
Stock

The total authorized capital stock of the Corporation shall be 20,000,000 shares of Common Stock, par value \$.0001 per share.

**ARTICLE IV**  
Address of Registered Office and Registered Agent

The street address of the Registered Office of the Corporation in the State of Florida shall be 770 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida, 33134. The name of the initial Registered Agent of the Corporation at the above address shall be H. Baird Lobree.

**ARTICLE V**  
Nature of Business

The general nature of the business and activities to be transacted and carried on by the Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any

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successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Amended and Restated Articles of Incorporation, and shall be regarded as independent purposes and shall be construed as powers as well as purposes.

#### ARTICLE VI Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than five (5) persons, the exact number to be determined from time to time in accordance with the Bylaws, and until such time as the Bylaws have been adopted.

#### ARTICLE VII Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VIII Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the Bylaws.

#### ARTICLE IX Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

#### ARTICLE X Indemnification

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XI  
Amendment

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation to the foregoing Amended and Restated Articles of Incorporation, has hereunto set his hand and seal this 22 day of June, 1999.

By: 

H. Baird Lobree, President

**AUXIS, INC.**

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Section 48.091 of the Florida Statutes and Section 607.0501 of the Florida Business Corporation Act the following is submitted:

Auxis, Inc., has designated 770 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida, 33134, as its initial Registered Office and has named H. Baird Lobree, located at said address as its Registered Agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 22 day of June, 1999.

By: \_\_\_\_\_

H. Baird Lobree  
President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. 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.

By: \_\_\_\_\_

H. Baird Lobree