

P970000068437

Greenberg Traurig
(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

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OFFICE USE ONLY

Call June @ 222-6891
when ready. Thanks!

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Netsoft Corp. P970000068437
(Corporation Name) (Document #)
2. Amended &
(Corporation Name) (Document #)
3. Restated
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 4:30 pm ☒ Certified Copy
today, please
☐ 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

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

Please call immediately if there are problems with this filing. Thanks! June

Examiner's Initials

DOE

8/3/99

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NETSOFT CORP.**

FILED
99 AUG -3 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Himesh Patel, being the President of NetSoft Corp., a Florida corporation (the "Corporation"), hereby certify:

1. The name of the Corporation is NetSoft Corp. The Corporation was incorporated on August 6, 1997.
2. The text of the Amended Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation is NetSoft Corp.

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation 4602 S.W. 35th Street, Suite 800, Orlando, Florida 32811.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida, 4602 S.W. 35th Street, Suite 800, Orlando, Florida 32811. The name of its registered agent at that address is Himesh Patel.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$0.0001 per share.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors shall be determined by the Board of Directors, subject to the Bylaws of the Corporation. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the shareholders at the next annual meeting thereof or at a special meeting called for such purpose.

ARTICLE VII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the

defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation."

3. The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent, dated June 18, 1999.

4. The total number of outstanding shares of this Corporation is 1,166,700 shares of Common Stock. The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by written consent of the holders of a majority of the Corporation's issued and outstanding Common Stock, dated June 18, 1999 (the date the Corporation received the requisite number of votes), representing the number of votes sufficient for approval of the Amended and Restated Articles of Incorporation.

[SEE SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 18th day of June, 1999.

NETSOFT CORP.

By: 
Himesh Patel
President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **NETSOFT CORP.**, (the "Corporation") desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Amended and Restated Articles of Incorporation, at Corporation 4602 S.W. 35th Street, Suite 800, Orlando, Florida 32811, has named Himesh Patel as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: June 18th, 1999



Himesh Patel
Registered Agent