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COHEN  
MOHR LLP

Partners

David S. Cohen  
Andrew J. Mohr  
Victor G. Klingelhofer  
William F. Savarino  
Russell J. Gaspar  
Daniel H. DuVal

1055 Thomas Jefferson Street, NW, Suite 504  
Washington, DC 20007  
Voice: (202) 342-2550  
www.cohenmohr.com

Of Counsel

Laurel A. Hockey  
John J. O'Brien

Virginia Office

1420 Beverly Road  
Suite 330  
McLean, Virginia 22101  
Voice: (703) 761-1100  
Fax: (703) 761-0180

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May 11, 2001

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

BY FEDERAL EXPRESS  
850-487-6050.

RE: Filing Articles of Restatement

Dear Sir or Madam:

On behalf of TRADE ONLY DESIGN LIBRARY, INC., a Florida Corporation, we are filing the enclosed Articles of Restatement. We enclose a filing fee for \$35.00. We also are enclosing a copy of the Articles to be stamped and returned to us.

Should you have any questions regarding this filing, please do not hesitate to contact me at 202-342-2550.

Sincerely,

*Laurel Hockey*  
Laurel Hockey

Enclosure

Ms. Hockey GAVE

AUTHORIZATION BY PHONE ☒

not file the amendment attachment 3)

CORRECT

DATE

MAY 22 2001

DOC. EXAM

Since it was the  
same as article  
of the Restated Articles  
Amended

FILED  
01 MAY 14 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Avsturt*

MAY 22 2001

**ARTICLES OF RESTATEMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
TRADE ONLY DESIGN LIBRARY, INC.**

FILED  
01 MAY 14 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. **Name of Corporation.** The name of the Corporation is TRADE ONLY DESIGN LIBRARY, INC.
2. **Text of Restated Articles.** The text of the Amended and Restated Articles of Incorporation is as set forth in Attachment 1, attached hereto and made a part hereof.
3. **Certificate.** A certificate of the President of the Corporation is attached hereto as Attachment 2 and made a part hereof.
4. **Text of Amendments to Articles of Incorporation.** The text of the Amendments to the Articles of Incorporation are attached hereto as Attachment 3 and made a part hereof.
5. **Effect on Issued Shares.** The amendments to the Articles of Incorporation do not provide for the exchange, reclassification, or cancellation of issued shares.

TRADE ONLY DESIGN LIBRARY, INC.

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

Stacey Tiveron, President

Date: \_\_\_\_\_

5/11/01

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TRADE ONLY DESIGN LIBRARY, INC.**

01 MAY 14 PM 12:35  
**FILED**  
**ATTACHMENT 1**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned President and Secretary/Treasurer of TRADE ONLY DESIGN LIBRARY, INC., hereby restates and amends these Articles of Incorporation as follows:

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be TRADE ONLY DESIGN LIBRARY, INC.

**ARTICLE II: DURATION**

The Corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III: PURPOSE**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV: REGISTERED OFFICE AND AGENT**

The address of the principal office and mailing address of the Corporation is:

400 S. Keystone Drive  
Clearwater, FL 33755

The registered agent and office of the Corporation remains:

Stacey L. Tiveron  
505 N. Jefferson Avenue  
Clearwater, Florida 22755

**ARTICLE V: CAPITAL STOCK**

**1. AUTHORIZED SHARES**

The Corporation is authorized to issue two classes of stock to be designated, respectively, Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock").

The total number of shares of capital stock that the Corporation shall have authority to issue is fifteen million (15,000,000), of which Ten Million (10,000,000) shall be Common Stock and Five Million (5,000,000) shall be Preferred Stock. The Common Stock and the Preferred Stock shall each have a par value of one-tenth of one cent (\$0.01) per share. Authority is hereby expressly granted to the Board of Directors to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by the Florida Business Corporation Act in respect of any class or classes of stock or any series of any class of stock of the Corporation. The Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit the conversion of the Preferred Stock.

## **2. COMMON STOCK**

### **2.1 Relative Rights**

The rights of the Common Stock shall be subject and junior to all of the rights, privileges, preferences and priorities of the Preferred Stock. Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock.

### **2.2 Dividends**

Dividends shall be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

### **2.3 Dissolution, Liquidation, Winding Up**

In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation available for distribution to its shareholders shall be distributed ratably among the holders of the Preferred Stock, if any, and Common Stock, subject to any preferential rights of any then outstanding Preferred Stock.

### **2.4 Voting Rights**

Each holder of shares of Common Stock shall be entitled to one vote for each share held at all special and annual meetings of the shareholders of the Corporation (and written actions in lieu of meetings).

### **3. PREFERRED STOCK.**

The Board of Directors is expressly authorized, by resolution or resolutions, to issue Preferred Stock from time to time in one or more series. Before any shares of any such series are issued, the Board of Directors is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares thereof:

- a. the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
- b. whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be general or limited;
- c. the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;
- d. whether the shares of such series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
- e. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or upon any distribution of the assets of the Corporation;
- f. whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities, and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;
- g. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;
- h. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and
- i. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that the conversion prices of a series of Preferred Stock may vary if the terms of such series provide that holders thereof may waive otherwise applicable anti-dilution features to the extent they do not participate in subsequent financings of the Corporation under specifically proscribed terms after due notice is given. Shares of any one series issued at different times may also differ as to the dates from which dividends thereon shall accrue and/or be cumulative.

#### **ARTICLE VI: BOARD OF DIRECTORS**

The number and election of directors of the Corporation shall be determined in accordance with the bylaws of the Corporation.

#### **ARTICLE VII: LIABILITY OF DIRECTORS**

The personal liability of the directors of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Law, as the same may be amended and supplemented. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### **ARTICLE VIII: INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to his or her right to be indemnified, the Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving him for which indemnity will or could be sought.

With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnatee.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, the Corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnatee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnatee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnatee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnatee is not entitled to be indemnified by the Corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnatee to make such repayment; and further provided that no such advancement of expenses shall be made if it is determined that (i) the Indemnatee did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, the Indemnatee had reasonable cause to believe his or her conduct was unlawful.

The Corporation shall not indemnify an Indemnatee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnatee unless the initiation thereof was approved by the Board of Directors of the Corporation. In addition, the Corporation shall not indemnify an Indemnatee to the extent such Indemnatee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnatee and such Indemnatee is subsequently reimbursed from the proceeds of insurance, such Indemnatee shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

All determinations hereunder as to the entitlement of an Indemnatee to indemnification or advancement of expenses shall be made in each instance by (a) a majority vote of a quorum of the directors of the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), or if such a quorum is not obtainable, or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (b) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of stockholders who are not at that time parties to the action, suit or proceeding in question, or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding; (c) independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation), or (d) a court of competent jurisdiction.

The indemnification rights provided in this Article VIII shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any law, bylaw, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnitees. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

#### **ARTICLE IX: SEAL**

The seal of the Corporation shall be a circular impression with the name TRADE ONLY DESIGN LIBRARY, INC., around the border.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned, as the President and Secretary/Treasurer of the Corporation does hereby subscribe her name and acknowledge the execution of these Articles of Incorporation this 11 day of May, 2001.

A handwritten signature in black ink, appearing to read 'Stacey Tiveron', is written over a horizontal line.

By: Stacey Tiveron, President & Secretary/Treasurer



**ATTACHMENT 2**

**CERTIFICATE OF PRESIDENT**

The undersigned hereby certifies that she is President of TRADE ONLY DESIGN LIBRARY, INC., a Florida Corporation (the "Corporation"), and hereby certifies that she has been duly elected, qualified and is acting in such capacity and that, as such, she is familiar with the facts herein certified and is duly authorized to certify the same, and hereby further certifies that:

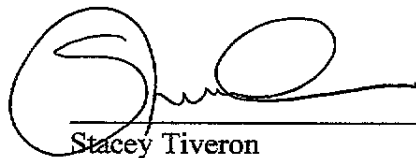
1. The Amended and Restated Articles of Incorporation of the Corporation attached as Attachment 1 to the Articles of Restatement to which this Certificate is attached contain amendments to the Corporation's Articles of Incorporation requiring shareholder approval.

2. The text of each amendment to the existing Articles of Incorporation included in the Amended and Restated Articles of Incorporation is set forth on Attachment 3 to the Articles of Restatement to which this Certificate is attached.

3. The Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Directors on May 11, 2001.

4. Pursuant to Section 607.0704 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation were adopted by a majority of all shareholders of the Corporation by written consent on May 11, 2000, which vote was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand as of the 11 day of May 2001.



Stacey Tiveron

President

TRADE ONLY DESIGN LIBRARY, INC.