

PP8000003858

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

HIGHTOUCH TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

RECEIVED
00 MAY 11 PM 1:34
DIVISION OF CORPORATIONS

*Amended
+ Restated*

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

HIGHTOUCH TECHNOLOGIES, INC.
111 2ND AVENUE N.E.
SUITE 600
ST. PETERSBURG, FL 33701

SUBJECT: HIGHTOUCH TECHNOLOGIES, INC.
REF: P98000003858

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re fax the complete document, including the electronic filing cover sheet.

The current registered agent for the subject corporation is ANGEL CORPORATE SERVICES INC. If the agent is changing to CT Corporation System, please indicate that the agent is changing in the restated articles (only the address is mentioned). Also the acceptance of the new registered agent is required (signature and a statement that he/she is familiar with the duties and obligations of the position).

There is no provision to change an incorporator.

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/limited liability company"); 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 (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000026084
Letter Number: 600A00026421

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECEIVED TIME MAY 11 10:34AM

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
HIGHTOUCH TECHNOLOGIES, INC.

FILED
 MAY 11 0 PM 2:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

I.

The name of the corporation is HighTouch Technologies, Inc. (the "Corporation").

II.

The Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as set forth in Exhibit A attached hereto (the "Amended and Restated Articles of Incorporation").

III.

The Amended and Restated Articles of Incorporation was adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by the written consent of the members of the board of directors of the Corporation effective April 17, 2000 and by the written consent of the sole holder of all of the outstanding shares of common stock of the Corporation effective April 17, 2000. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval by the sole shareholder.

Exhibit A

STATE OF FLORIDA
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HIGHTOUCH TECHNOLOGIES, INC.

ARTICLE I

Name

The name of the corporation is HighTouch Technologies, Inc. (the "Corporation").

ARTICLE II

Address of Initial Principal Office

The street address of the initial principal office of the Corporation is 111 Second Avenue NE, Suite 500, St. Petersburg, Florida 33701-3479.

ARTICLE III

Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the 1989 Business Corporation Act of the State of Florida (the "Business Corporation Act").

ARTICLE IV

Capital Stock

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 30,000,000 all of which shall be shares of Common Stock, \$0.01 par value per share.

ARTICLE V

Directors

(1) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Simon B. Ruddick	111 Second Avenue NE, Suite 500 St. Petersburg, Florida 33701-3479
Michael Harner	111 Second Avenue NE, Suite 500 St. Petersburg, Florida 33701-3479

(2) Elections of directors of the Corporation need not be by written ballot.

(3) To the fullest extent permitted by the Business Corporation Act as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

Indemnification of Directors, Officers and Others

(1) 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 action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to

believe that his conduct was unlawful.

(2) 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 action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the appropriate court of the State of Florida or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the appropriate court in the State of Florida or such other court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Sections (1) and (2) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made (a) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (c) by the stockholders.

(5) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

(6) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

(7) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 607.0850 of the Business Corporation Act.

(8) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VI.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision of this Article of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders in this Article of Incorporation are subject to this reservation.

ARTICLE IX

Name and Street Address of Registered Agent

The name and street address of the registered office of the Corporation is Angell Corporate Services, Inc., located at 250 Palm Royal Way, Suite 300, Palm Beach, Florida 33480 (the "Registered Agent").

MAY 11. 2000 12:48PM

SH&D LLP

NO. 1040 P. 9

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IN WITNESS WHEREOF, the undersigned have executed this document as of
May 10 2000.



Simon Ruddick



Michael Hamer

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