



P 98000020866

ACCOUNT NO. : 072100000032
REFERENCE : 533133 7333541
AUTHORIZATION : Patricia Pignotti
COST LIMIT : \$ 35.00

FILED
02 APR 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 17, 2002

ORDER TIME : 12:55 PM

ORDER NO. : 533133-005

000005290410--9

CUSTOMER NO: 7333541

CUSTOMER: Mr. Randall A. Johnson-7333541
Randall A. Johnson
90 Old Sandhurst Landing
Alpharetta, GA 30022

DOMESTIC AMENDMENT FILING

NAME: VENTURE CORP COMMUNICATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS: _____

RECEIVED
02 APR 17 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2002

CSC
ATTN: NORMA
TALLAHASSEE, FL

SUBJECT: VENTURE CORP COMMUNICATIONS, INC.
Ref. Number: P98000020866

RESUBMIT

Please give original
submission date as file date.

We have received your document for VENTURE CORP COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Where is the title of this document? If you amending, you will need to have a title showing that is what you are doing.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00022939

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

02 APR 19 PM 4: 30

RECEIVED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
VENTURE CORP COMMUNICATIONS, INC.
(a Florida corporation)**

VENTURE CORP COMMUNICATIONS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, does hereby certify as follows:

(a) The name of the corporation is Venture Corp Communications, Inc. The original Articles of Incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on March 4, 1998.

(b) These Amended and Restated Articles of Incorporation were duly adopted April 9, 2002 by the Board of Directors and the Shareholders of the Corporation in accordance with the provisions of Sections 607.1002 and 607.1003 of the Florida Business Corporation Act.

(c) Effective April 9, 2002, these Amended and Restated Articles of Incorporation restate, integrate and further amend the original Articles of Incorporation of the Corporation.

(d) The text of the Articles of Incorporation is amended and restated in its entirety to be as follows:

ARTICLE I - NAME

The name of the Corporation is:

Venture Corp Communications, Inc.

ARTICLE II - CAPITAL STOCK

The Corporation shall have authority to issue not more than 100,000 shares of common stock of \$0.01 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

ARTICLE III - OFFICE

The mailing address of the principal office of the Corporation is: 665 Remington Forest Drive, Switzerland, Florida 32259. The Corporation shall have the right to change the location of its principal office from time to time to any location within or without the United States.

ARTICLE IV - REGISTERED AGENT

02 APR 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The initial registered office of the Corporation shall be at 665 Remington Forest Drive, Switzerland, Florida 32259. The initial registered agent of the Corporation shall be Vincent J. Caputo.

ARTICLE V - PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto or substituted therefor.

VI.

The initial Board of Directors shall consist of three (3) members whose name and addresses are as follows:

Vince Caputo

665 Remington Forest Dr
JACKSONVILLE FL 32259

Randall L. Johnson

90 Old Sandhurst Landing
Alpharetta, GA 30022

[NAME]

CHRISTINE CAPUTO
665 REMINGTON FOREST DR
JACKSONVILLE FL 32259

ARTICLE VII - LIMITATION OF LIABILITY

No director of the Corporation shall have liability to the Corporation or to its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except that this Article VI shall not eliminate or limit the liability of a director: (i) for any act or omission which constitutes a knowing violation of the law; (ii) for any transaction from which the director received an improper personal benefit, either directly or indirectly; (iii) for any circumstance in which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; (iv) for any act or omission that involves willful misconduct, conscious or reckless disregard for the best interest of the Corporation, or that is committed in bad faith or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Neither the

amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Florida Business Corporation Act is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Florida Business Corporation Act.

VIII. – RIGHT OF FIRST OFFER

(a) General. Subject to the terms and conditions specified in this Section 8, the Corporation hereby grants to each holder of Common Stock (each, a “Holder”) a preemptive right of first offer with respect to future sales by the Corporation of its “New Securities” (as hereinafter defined). For purposes of this Section 8, a Holder who chooses to exercise the right of first offer may designate as a purchaser under such right any affiliates of the Holder in such proportions as the Holder deems appropriate.

(b) Mechanics. Except as otherwise provided in Section 8(c), Each time the Corporation proposes to offer any shares of, or securities convertible into or exercisable for any shares of, any class of its capital stock (“New Securities”), the Corporation shall first make an offering of such New Securities to each Holder in accordance with the following provisions:

(i) The Corporation shall deliver a notice by certified mail (“Notice”) to the Holders stating (x) the Corporation’s bona fide intention to offer such New Securities, (y) the number of such New Securities to be offered, and (z) the price and terms, if any, upon which it proposes to offer such New Securities.

(ii) Within twenty (20) calendar days after delivery of the Notice, each Holder may elect by sending a notice (an “Election Notice”) to the Corporation to purchase or obtain, at the price and on the terms specified in the Notice, up to that portion of such New Securities which equals a fraction, the numerator of which shall be the number of shares of Common Stock then held by the Holder (assuming full conversion and exercise of all securities then convertible or exercisable), and the denominator of which shall be the total number of shares of Common Stock of the Corporation then outstanding (assuming full conversion and exercise of all securities then convertible or exercisable into or for Common Stock).

(iii) Within five (5) days after receiving the Election Notices, the Corporation shall give to each Holder who has elected to purchase his or its pro rata share (a “Fully Participating Holder”) written notice indicating the number of remaining New Securities not elected for purchase by the other Holders (the “Second Notice”). Each Fully Participating Holder shall have the option, exercisable by so specifying in a subsequent written notice to the Corporation (the “Second Election Notice”), given to the Corporation within five (5) days after receiving the Second Notice, to purchase such

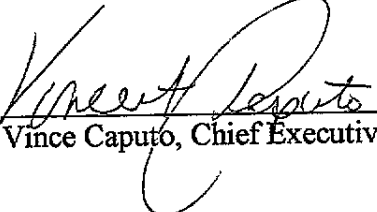
Fully Participating Holder's pro rata portion of any remaining New Securities not purchased by other Holders pursuant to this Subsection 8(b)(iii); provided that with respect to the Second Election Note, each such Fully Participating Holder's pro rata portion shall be a fraction, the numerator of which shall be the number of shares of Common Stock then held by such Fully-Participating Holders (assuming full conversion and exercise of all securities then convertible or exercisable), and the denominator of which shall be the total number of shares of Common Stock of the Corporation then held by all Fully Participating Holders who elect to purchase New Securities pursuant to the Second Election Notice (assuming full conversion and exercise of all securities then convertible or exercisable into or for Common Stock).

(iv) The Corporation may, during the ninety (90) day period following the expiration of the period provided in Subsection 8(b)(iii) hereof, offer the remaining unsubscribed portion of the New Securities to any person or persons at a price not less than, and upon terms no more favorable to the offeree than, those specified in the Notice. If the Corporation does not enter into an agreement for the sale of the New Securities within such period, or if such agreement is not consummated within ninety (90) days of the execution thereof, the right provided hereunder shall be deemed to be revived and such New Securities shall not be offered unless first reoffered to the Holders in accordance herewith.

(c) Inapplicable Issuance of Securities. The right of first offer in this Section 8 shall not apply (i) to the issuance or sale of up to 10,000 shares of Common Stock (or options, warrants or other rights to purchase such stock) to employees, directors and officers pursuant to a plan or agreement approved by the board of directors for the primary purpose of soliciting or retaining their services, (ii) to or after the consummation of a Qualified IPO (as defined in Section 8(d), below), (iii) to the issuance of any shares of securities issued in connection with strategic alliances, customer relationships or commercial borrowing transactions approved by the Board of Directors, and (iv) to the issuance of securities in connection with any stock split, stock dividend or recapitalization of the Corporation.

(d) Termination of Right of First Offer: Qualified IPO. The covenants set forth in Section 8 shall terminate as to each Holder and be of no further force or effect immediately prior to the consummation of a Qualified IPO. For purposes of this Section 8, a "Qualified IPO" shall mean a public offering by the Corporation of its shares of Common Stock pursuant to a registration statement under the Securities Act of 1933 in which the aggregate cash proceeds to the Corporation, net of any underwriting commissions, discounts, or expenses equal or exceed Ten Million Dollars (\$10,000,000).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation.


Vince Caputo, Chief Executive Officer