

P98000057416

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September 7, 1999

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Via UPS Next Day Air
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State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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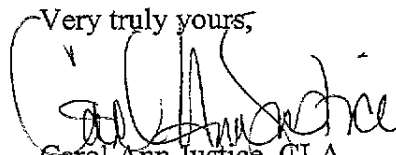
RE: Planet X Software Corp.

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Incorporation for the above-referenced corporation along with a check for the amendment filing fee of \$35.00.

Kindly have the Articles filed with the Florida Secretary of State and have a certified copy returned by regular mail as soon as it has been filed. An additional \$8.75 is enclosed to cover the certified fee. Thank you for your attention to this matter.

Very truly yours,


Carol Ann Justice, CLA
Paralegal

/Enclosures

Amended & Restated Cert.

V. SHEPARD SEP 17 1999

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PLANET X SOFTWARE CORP.

(Originally Incorporated Under Document Number P98000057416)

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is Planet X Software Corp.. The principal place of business of the Corporation is 111 N. Orange Avenue, Suite 1010, Orlando, Florida 32801. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 111 N. Orange Avenue, Suite 1010, in the City of Orlando, County of Orange. The name of the registered agent at such address is Aparna Toleti.

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 20,000,000 shares of Common Stock ("Common Stock") \$0.001 par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Aparna Toleti	111 N. Orange Avenue, Suite 1010 Orlando, Florida 32801

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Aparna Toleti	111 N. Orange Ave., Ste. 1010 Orlando, Florida 32801

ARTICLE VII

This Corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes (Section 26 of the Florida Business Corporation Act) as the same such section

exists as of the date hereof or as such section may hereafter be amended.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below, being all of the officers, directors and shareholders of the Corporation.

Dated: September 7, 1999.

Aparna R. Toleti (SEAL)

Aparna Toleti as President and Secretary

**CERTIFICATE
OF
AMENDMENT AND RESTATEMENT**

The undersigned officers of PLANET X SOFTWARE CORP., a Florida corporation, do hereby certify and attest that by Action by Written Consent, the Board of Directors and Shareholders of the Corporation unanimously voted and consented to amend and, as amended, restate Articles I through VIII, inclusive, of the Articles of Incorporation of Planet X Software, Corp. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the President and Secretary of the Corporation.

Dated: September 7, 1999

President: Spenna R. Tolih

Secretary: Spenna R. Tolih

(Corporate Seal)