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*Amended And
Restated Art*
T. Roberts APR 17 2008 4/17/2008

**CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AV MARKETPLACE, INC.**

April 17, 2008

* * * * *

AV Marketplace, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its Executive Chairman, certify as follows:

FIRST: The Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") set forth in Exhibit A attached hereto and made a part hereof are a complete restatement of the Corporation's Articles of Incorporation, and replace the Corporation's Articles of Incorporation filed on July 6, 1998.

SECOND: The Amended and Restated Articles contain one or more amendments that required shareholder approval.

THIRD: The amendments included in the Amended and Restated Articles were approved by written consent of all shareholders entitled to vote thereon, on April 17, 2008, 2008.

FOURTH: The Amended and Restated Articles set forth in Exhibit A attached hereto and made a part hereof constitute the Amended and Restated Articles of the Corporation as approved by the shareholders and the Board of Directors of the Corporation.

* * * * *

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IN WITNESS WHEREOF, the undersigned, hereinabove named, for the purpose of amending and restating the Articles of Incorporation pursuant to the Florida Business Corporation Act, under penalty of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed these Amended and Restated Articles of Incorporation as of the date first written above.

AV MARKETPLACE, INC.,
a Florida corporation

By: 

Name: John Zettel

Title: Chief Executive Officer & Secretary

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AV MARKETPLACE, INC.

ARTICLE I
Name

The name of the corporation shall be:

AV Marketplace, Inc.

ARTICLE II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation is 6313 Benjamin Road, Suite 110, Tampa, Florida 33634.

ARTICLE III
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV
Capital Stock

- (a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.
- (b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The registered office of this corporation shall be located at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331, and the registered agent of this corporation at such office shall be NRAI Services, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Bylaws

- (a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.
- (b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X
Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

ARTICLE XI
Waiver of Fiduciary Duties

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director; provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for any matters in respect of which such director shall be liable under Section 607.0831 of Title XXXVI of the Florida Business Corporation Act, or (iv) for any transaction from which the director derives an improper personal benefit. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article Eleven shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII
Renouncement of Corporate Opportunity

To the maximum extent permitted from time to time under the law of the State of Florida, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation or any of its affiliates. No amendment or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

IN WITNESS WHEREOF, AV Marketplace, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its Executive Chairman this 17th day of April, 2008.

AV MARKETPLACE, INC.

By: 

Name: John Zettel

Title: Chief Executive Officer & Secretary

AV MARKETPLACE, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17th day of April, 2008.

NRAI SERVICES, INC.

A handwritten signature in cursive script, appearing to read "Mike Donovan".

Mike Donovan, Assistant Secretary