

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

PUBLIC ACCESS TECHNOLOGY.COM, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC ACCESS TECHNOLOGY.COM, INC.**

1. Public Access Technology. Com, Inc., pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, hereby adopts Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth, as permitted by F.S.A. § 607.1007.

2. The Articles of Incorporation of the Corporation are amended by the Restated Articles of Incorporation as follows:

ARTICLE IV. CAPITAL STOCK

4.1. **Authorized Stock.** The Corporation is authorized to issue:

50,000,000 shares of common stock at par value of \$0.001 per share; and

35,000,000 shares of preferred stock, of which amount: (i) 3,500,000 Shares are hereby designated as Class A Preferred Stock, with a stated value of \$1.00; (ii) 200,000 Shares are hereby designated as Class B Preferred Stock, with a stated value of \$1.00; (iii) 3,000,000 Shares are hereby designated as Class C Preferred Stock with a stated value of \$2.00; (iv) 10,000,000 Shares are hereby designated as Class D Preferred Stock, with a stated value of \$1.00; (v) 2,000,000 Shares are hereby designated as Class E Preferred Stock, with a stated value of \$1.00; and (vi) 9,000,000 Shares are hereby designated as Class F Preferred Stock, with a stated value of \$0.001.

The Preferred Stock may be issued in one or more series or classes, the terms of which may be determined at the time of issuance by the Board of Directors, without further action by Shareholders, and may include voting rights (including the right to vote as a series on particular

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matters), preferences as to dividends and liquidation, conversion and redemption rights, and sinking fund provisions, and such other provisions as may be permitted by applicable law.

The holders of the Class A Convertible Preferred Stock ("Class A Preferred Stock") and the holders of the Class B Convertible Preferred Stock ("Class B Preferred Stock") have the same rights and preferences, and stand, *pari passu*, behind the holders of the Class C Convertible Redeemable Preferred Stock ("Class C Preferred Stock"), but ahead of the holders of the Common Stock of the Corporation. The holders of the Class D Convertible Preferred Stock ("Class D Preferred Stock") and the holders of the Class E Convertible Preferred Stock ("Class E Preferred Stock") stand, *pari passu*, ahead of the holders of the Class A Preferred Stock, the Class B Preferred Stock, the Class C Preferred Stock, the Class F Convertible Preferred Stock (the "Class F Preferred Stock") and the holders of the Common Stock of the Corporation.

4.2. **Class A and Class B Preferred Stock.** Class A and Class B shall have individual rights and preferences as follows:

A. **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class A and Class B Preferred Stock shall be entitled to receive, after distribution to the holders of the Class C Preferred Stock, a distribution of the assets of the Corporation in payment of their liquidation preference, prior to any distribution of any assets of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of One Dollar (\$1.00) for each outstanding share of Class A or Class B Preferred Stock, and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding share of Class A or Class B Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among holders of the Class A and Class B Preferred Stock shall be insufficient to permit the payment to such

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holders of the full aforesaid preferential amounts, then all assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Class A and Class B Preferred Stock, in proportion to the amount of such Class A or Class B Preferred Stock owned by each such holder.

B. Conversion Rights. The holders of the Class A and Class B Preferred Stock have the right to convert their shares of Class A and Class B Preferred Stock, at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock of the Corporation at the rate of one (1) share of Common Stock for each share of Class A or Class B Preferred Stock so converted ("Class A/Class B Conversion Rate"), subject to certain adjustments. No fractional shares shall be issued upon conversion of the Class A or Class B Preferred Stock. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class A and Class B Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. Each share of the Class A and Class B Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class A and Class B Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

4.3. **Class C Preferred Stock:** The Class C Preferred Stock has liquidated preferences, conversion rights and redemption rights as follows:

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A. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class C Preferred Stock shall be entitled to receive a distribution of the assets of the Corporation in payment of their liquidation preference, prior to any distribution of any assets of the Corporation to the holders of the Class A Preferred Stock or Class B Preferred Stock *pari passu*; or to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of Two Dollars (\$2.00) for each outstanding share of Class C Preferred Stock and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding share of Class C Preferred Stock. If, upon the occurrence of such event, the assets and funds thus distributed among holders of the Class C Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then all assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Class C Preferred Stock, in proportion to the amount of such Class C Preferred Stock owned by each such holder. The Corporation shall give each holder of record of the Class C Preferred Stock written notice of such impending transaction.

B. Conversion Rights. The holders of the Class C Preferred Stock shall have the right to convert their shares of Class C Preferred Stock at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock at the rate of one (1) share of Common Stock for each share of Class C Preferred Stock so converted ("Class C Conversion Rate"), subject to certain adjustments. Immediately upon the consummation of the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement, all the shares of Class C Preferred Stock shall automatically be converted into shares of Common Stock at the

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Class C Conversion Rate. If the conversion is in connection with an underwritten offer of registered securities, the Corporation may be deemed to have converted such Class C Preferred Stock immediately prior to the closing of such sale of securities. No fractional shares will be issued upon conversion of the Class C Preferred Stock. The Corporation will mail to each holder of Class C Preferred Stock a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend distribution or right. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class C Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. Each share of the Class C Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class C Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

D. Redemption Rights. Each holder of Class C Preferred Stock shall be entitled to redeem each share thereof for one and one-half (1-1/2) shares of the Corporation's Common Stock if, within a period of twenty-four (24) months from the date of the initial issuance of the Class C Preferred Stock, the Corporation has not either consummated an initial public offering or obtained an infusion of equity capital in an amount not less than Three Million Dollars (\$3,000,000.00). Anything herein contained to the contrary notwithstanding, to the extent not previously converted or redeemed by the holder thereof, immediately prior to the consummation of an initial public offering by the Corporation or a Three Million Dollars (\$3,000,000.00)

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infusion of equity capital, each share of Class C Preferred Stock shall be converted to one and one-half (1-1/2) shares (or such other number of shares as such conversion ratio shall have been adjusted to provide for) shares of the Corporation's Common Stock, without any further action or payment by the holders thereof. The Class C Conversion Rate and redemption rate as described above shall be adjusted in certain circumstances (i.e., in the event of forward or reverse stock splits, stock dividends and the like).

4.4. **Class D Preferred Stock.** The rights, preferences, privileges and restrictions granted to and imposed on the Class D Convertible Preferred Stock ("Class D Preferred Stock") are as follows:

A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class D Preferred Stock and Class E Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common Stock, the Class A Preferred Stock, the Class B Preferred Stock, the Class C Preferred Stock, and the Class F Preferred Stock (such stock being collectively referred to as the "Junior Stock"), an amount equal to One Dollar (\$1.00) per share, plus all accrued and unpaid dividends on the Class D Preferred Stock and Class E Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class D Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any

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other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class D Preferred Stock shall have the right to convert their shares of Class D Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class D Preferred Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class D Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. In addition to any other vote or consent required by the laws of the State of Florida, the Corporation will not, without the affirmative votes or written consent of the holders of at least a majority of the outstanding shares of Class D Preferred Stock, voting as a separate group (with each share of Class D Preferred Stock being entitled to one (1) vote):

(i) In any manner, including by amendment of its Articles of Incorporation or By-laws, alter or change the powers, rights, preferences or privileges or the qualifications, limitations or restrictions of the Class D Preferred or otherwise amend the Article of Incorporation or By-laws of the Corporation;

(ii) Create, authorize or issue a new class or series (or change or reclassify a class or series of shares with junior, subordinate or inferior rights into a class or series of shares) having rights, preferences or privileges prior, superior or on parity with the shares of Class D

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Preferred Stock or increase the rights, preferences, privileges or number of any class or series having rights, preferences or privileges on dissolution that are prior, superior or on parity with those of the Class D Preferred Stock;

(iii) Increase or decrease the aggregate number of authorized shares of Class D Preferred Stock; effect an exchange or reclassification or create a right of exchange, of all or part of the shares of Class D Preferred Stock into shares of another class, effect an exchange or reclassification or create a right of exchange, of all or part of the shares of another class or series into the shares of Class D Preferred Stock, change the shares of all or part of the Class D Preferred Stock into a different number of shares of Class D Preferred Stock;

(iv) Repurchase, redeem or otherwise acquire any shares of the Corporation's capital stock other than the Class D Preferred Stock;

(v) Liquidate, dissolve or wind-up the affairs of the Corporation or merge or consolidate the Corporation with any other entity or sell or encumber all or substantially all of the Corporation's assets or issue in one or a series of related transactions shares representing more than fifty percent (50%) of the aggregate voting power of all classes and series of the Corporation's voting stock; or

(vi) Declare or pay any dividend or other distribution with respect to Junior Stock.

On all other matters to be voted on by the stockholders of the Corporation, each holder of Class D Preferred Stock shall be entitled to one (1) vote for each share of Class D Preferred Stock owned by such stockholder.

D. Directors. In addition to the rights specified above, and any other rights provided in the Corporation's By-laws or the laws of the State of Florida, the holders of the Class D

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Preferred Stock shall have the right at all times to elect that number of members of the Board of Directors of the Corporation as shall be equal to a scant majority of the members of the Board of Directors at any time. For example, if the Board was comprised of five (5) members, the holders of the Class D Preferred Stock shall have the right to elect three (3) of them. If the Board were comprised of six (6) or seven (7) members, the holders of the Class D Preferred Stock would be entitled to elect four (4) members, and so on. The right to elect directors accorded to the holders of the Class D Preferred Stock may be exercised either at a special meeting of the holders of Class D Preferred Stock, or at a special meeting of the stockholders of the Corporation, or by written consent of such holders in lieu of a meeting which such holders shall have the right to execute from time to time irrespective of the call of any special meeting of the stockholders. The directors to be elected by the holders of the Class D Preferred Stock shall serve for terms extending from the date of his election and qualification until the time of the next succeeding annual meeting of the stockholders and until his successor has been elected and qualified.

E. Redemption of Junior Stock. As long as shares of Class D Preferred Stock are outstanding, the Corporation shall not redeem any shares of Common Stock or other Junior Stock.

4.5. **Class E Preferred Stock:** The rights, preferences, privileges and restrictions granted to and imposed on the Class E Preferred Stock are as follows:

A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class D Preferred Stock and Class E Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common

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Stock, the Class A Preferred Stock, the Class B Preferred Stock, the Class C Preferred Stock and the Class F Preferred Stock (such stock being collectively referred to as the "Junior Stock"), an amount equal to One Dollar (\$1.00) per share, plus all accrued and unpaid dividends on the Class D Preferred Stock and Class E Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class E Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class E Preferred Stock shall have the right to convert their shares of Class E Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class E Preferred Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class E Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. On all matters to be voted on by the stockholders of the Corporation, each holder of Class E Preferred Stock shall be entitled to one (1) vote for each share of Class E Preferred Stock owned by such stockholder.

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4.6. **Class F Preferred Stock:** The rights, preferences, privileges and restrictions granted to and imposed on the Class F Convertible Preferred Stock ("Class F Preferred Stock") are as follows:

A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class F Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, after any payment or declaration and setting apart for payment of any amount shall be made in respect to the Class D Preferred Stock and Class E Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common Stock, and the Class A Preferred Stock, the Class B Preferred Stock and the Class C Preferred Stock, an amount equal to \$.001 per share, plus all accrued and unpaid dividends on the Class F Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class F Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class F Preferred Stock shall have the right to convert their shares of Class F Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class F Preferred

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Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class F Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. On all matters to be voted on by the stockholders of the Corporation, each holder of Class F Preferred Stock shall be entitled to one (1) vote for each share of Class F Preferred Stock owned by such stockholder.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 940 Highland Avenue, Orlando, Florida 32803 and the registered agent for the Corporation at the address is Mark L. Ornstein, Esquire.

ARTICLE VI. LIMIT ON LIABILITY AND INDEMNIFICATION

6.1 Definitions. For purposes of this Article the following definitions shall apply:

A. "Corporation" means this Corporation only and no predecessor entity or other legal entity;

B. "expenses" include counsel fees, expert witness fees, and costs of investigation (including litigation and appeal), as well as any amounts expended in asserting a claim for indemnification;

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C. "liability" means the obligation to pay a judgment, settlement, penalty, fine or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

D. "legal entity" means a Corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise;

E. "Predecessor entity" means a legal entity the existence of which ceased on its acquisition by the Corporation in a merger or otherwise; and

F. "Proceeding" means any threatened, pending or completed action, suit, proceeding or appeal whether civil, criminal administrative or investigative and whether formal or informal.

6.2 Limit on Liability. The directors and officers of this Corporation shall not be liable to the Corporation or its shareholders in any instance in which the Act (as it exists on the date these Articles are effective or as it exists on the date of an amendment hereto) permits the limitation or elimination of liability of directors or officers of a Corporation to the Corporation or its shareholders.

6.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except to the extent that such liability and expenses are incurred because of such individuals' willful

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misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation.

A. The determination that indemnification under Section 6.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law and, in the case of an officer, as provided in Section 6.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed on by the Board and such person.

B. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding on receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment.

C. The termination of a proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification.

D. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 6.3.

E. No person's rights under Section 6.3 of this Article shall be limited by the provisions of Section 6.4.

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6.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 6.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities and any person serving any other legal entity in any capacity at the request of the Corporation and may contract in advance to do so. The determination that indemnification under Section 6.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

6.5 Miscellaneous.

A. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators.

B. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation.

C. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including, without limitation, the mandatory indemnification of directors and officers pursuant to Section 607.0850 of the Act, as they exist on the date these Articles are effective or on the date of an amendment hereto, indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. No person shall be entitled to indemnification by the Corporation, however, to the extent such person is indemnified by another, including an insurer.

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D. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability.

E. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above.

F. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article and, to this end, the provisions of this Article are severable.

6.6 Amendments. The Bylaws may modify or amend this Article to expand the provisions of this Article. The Bylaws, however, may not restrict or limit the provisions of this Article. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

ARTICLE VII. SUPERSESSION

These restated Articles of Incorporation supersede and take the place of all existing Articles of Incorporation and all amendments.

3. Each such amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Business Corporation Act, and such Amended and Restated Articles of Incorporation and each amendment

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made by the Restated Articles of Incorporation were duly adopted by the Shareholders of the Corporation on the 25th day of August 2000.

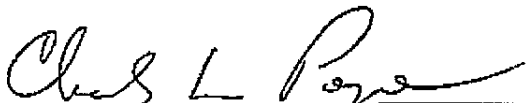
4. A quorum was present and the vote was sufficient for approval. Entitled to vote collectively as a single class were 16,490,800 Shares of Common Stock, 3,203,000 Shares of Class A Preferred Stock, 175,150 Shares of Class B Preferred Stock and 1,408,750 Shares of Class C Preferred Stock. The votes cast in favor of the merger were as follows: 12,543,780 Shares of Common Stock, 1,726,000 Shares of Class A Preferred Stock, 84,700 Shares of Class B Preferred Stock and 760,200 of Class C Preferred Stock; and the number of Shares voted against such Amended and Restated Articles of Incorporation as so amended was 0.

5. The Articles of Incorporation and all amendments thereto are hereby superceded by the following Amended and Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above:

[See attached Amended and Restated Articles of Incorporation]

Dated August 29, 2000.

PUBLIC ACCESS TECHNOLOGY.COM, INC.

By: 
Charles L. Pope, Chief Financial Officer


By: Steven A. Burhoe, Secretary

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PUBLIC ACCESS TECHNOLOGY.COM, INC.**

To amend and restate the Articles of Incorporation of a stock Corporation under the provisions of the Florida General Corporations Act, Chapter 607, Florida Statutes (the "Act"), Public Access Technology.com, Inc., a Florida Corporation ("Corporation"), certifies and affirms to the Department of State that the Board of Directors duly proposed, and the shareholders of the Corporation duly adopted the following Amended and Restated Articles of Incorporation of the Corporation on August 25, 2000 to read in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is PUBLIC ACCESS TECHNOLOGY.COM, INC. and the principal address for the Corporation is 2600 Maitland Center Parkway, Suite 162, Maitland, Florida 32751.

ARTICLE II. DURATION

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The Corporation is organized for the purposes of transacting any and all lawful business for which Corporations may be incorporated in the State of Florida.

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ARTICLE IV. CAPITAL STOCK**4.1. Authorized Stock.** The Corporation is authorized to issue:

50,000,000 shares of common stock at par value of \$0.001 per share; and

35,000,000 shares of preferred stock, of which amount: (i) 3,500,000 Shares are hereby designated as Class A Preferred Stock, with a stated value of \$1.00; (ii) 200,000 Shares are hereby designated as Class B Preferred Stock, with a stated value of \$1.00; (iii) 3,000,000 Shares are hereby designated as Class C Preferred Stock with a stated value of \$2.00; (iv) 10,000,000 Shares are hereby designated as Class D Preferred Stock, with a stated value of \$1.00; (v) 2,000,000 Shares are hereby designated as Class E Preferred Stock, with a stated value of \$1.00; and (vi) 9,000,000 Shares are hereby designated as Class F Preferred Stock, with a stated value of \$0.001.

The Preferred Stock may be issued in one or more series or classes, the terms of which may be determined at the time of issuance by the Board of Directors, without further action by Shareholders, and may include voting rights (including the right to vote as a series on particular matters), preferences as to dividends and liquidation, conversion and redemption rights, and sinking fund provisions, and such other provisions as may be permitted by applicable law.

The holders of the Class A Convertible Preferred Stock ("Class A Preferred Stock") and the holders of the Class B Convertible Preferred Stock ("Class B Preferred Stock") have the same rights and preferences, and stand, *pari passu*, behind the holders of the Class C Convertible Redeemable Preferred Stock ("Class C Preferred Stock"), but ahead of the holders of the Common Stock of the Corporation. The holders of the Class D Convertible Preferred Stock ("Class D Preferred Stock") and the holders of the Class E Convertible Preferred Stock ("Class E Preferred Stock") stand, *pari passu*, ahead of the holders of the Class A Preferred Stock, the

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Class B Preferred Stock, the Class C Preferred Stock, the Class F Convertible Preferred Stock (the "Class F Preferred Stock") and the holders of the Common Stock of the Corporation.

4.2. **Class A and Class B Preferred Stock.** Class A and Class B shall have individual rights and preferences as follows:

A. **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class A and Class B Preferred Stock shall be entitled to receive, after distribution to the holders of the Class C Preferred Stock, a distribution of the assets of the Corporation in payment of their liquidation preference, prior to any distribution of any assets of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of One Dollar (\$1.00) for each outstanding share of Class A or Class B Preferred Stock, and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding share of Class A or Class B Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among holders of the Class A and Class B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then all assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Class A and Class B Preferred Stock, in proportion to the amount of such Class A or Class B Preferred Stock owned by each such holder.

B. **Conversion Rights.** The holders of the Class A and Class B Preferred Stock have the right to convert their shares of Class A and Class B Preferred Stock, at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock of the Corporation at the rate of one (1) share of Common Stock for each share of Class A or Class B Preferred Stock so converted ("Class

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A/Class B Conversion Rate”), subject to certain adjustments. No fractional shares shall be issued upon conversion of the Class A or Class B Preferred Stock. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class A and Class B Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. Each share of the Class A and Class B Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class A and Class B Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

4.3. **Class C Preferred Stock:** The Class C Preferred Stock has liquidated preferences, conversion rights and redemption rights as follows:

A. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class C Preferred Stock shall be entitled to receive a distribution of the assets of the Corporation in payment of their liquidation preference, prior to any distribution of any assets of the Corporation to the holders of the Class A Preferred Stock or Class B Preferred Stock *pari passu*; or to the holders of the Common Stock by reason of their ownership thereof, an amount per share equal to (i) the sum of Two Dollars (\$2.00) for each outstanding share of Class C Preferred Stock and (ii) an amount, if any, equal to declared but unpaid cash dividends on each outstanding share of Class C Preferred Stock. If, upon the occurrence of such event, the assets and funds thus distributed among holders of the Class C Preferred Stock shall be insufficient to permit the payment to such holders of the

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full aforesaid preferential amounts, then all assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Class C Preferred Stock, in proportion to the amount of such Class C Preferred Stock owned by each such holder. The Corporation shall give each holder of record of the Class C Preferred Stock written notice of such impending transaction.

B. Conversion Rights. The holders of the Class C Preferred Stock shall have the right to convert their shares of Class C Preferred Stock at the option of the holder thereof, at any time after the date of issuance of such share, into shares of fully paid and non-assessable shares of the Common Stock at the rate of one (1) share of Common Stock for each share of Class C Preferred Stock so converted ("Class C Conversion Rate"), subject to certain adjustments. Immediately upon the consummation of the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement, all the shares of Class C Preferred Stock shall automatically be converted into shares of Common Stock at the Class C Conversion Rate. If the conversion is in connection with an underwritten offer of registered securities, the Corporation may be deemed to have converted such Class C Preferred Stock immediately prior to the closing of such sale of securities. No fractional shares will be issued upon conversion of the Class C Preferred Stock. The Corporation will mail to each holder of Class C Preferred Stock a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend distribution or right. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class C Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to

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increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. Each share of the Class C Preferred Stock shall have one vote on all matters as to which the Common Stock is entitled to vote. The Class C Preferred Stock shall not be entitled to vote as a class on any matters except when required by law.

D. Redemption Rights. Each holder of Class C Preferred Stock shall be entitled to redeem each share thereof for one and one-half (1-1/2) shares of the Corporation's Common Stock if, within a period of twenty-four (24) months from the date of the initial issuance of the Class C Preferred Stock, the Corporation has not either consummated an initial public offering or obtained an infusion of equity capital in an amount not less than Three Million Dollars (\$3,000,000.00). Anything herein contained to the contrary notwithstanding, to the extent not previously converted or redeemed by the holder thereof, immediately prior to the consummation of an initial public offering by the Corporation or a Three Million Dollars (\$3,000,000.00) infusion of equity capital, each share of Class C Preferred Stock shall be converted to one and one-half (1-1/2) shares (or such other number of shares as such conversion ratio shall have been adjusted to provide for) shares of the Corporation's Common Stock, without any further action or payment by the holders thereof. The Class C Conversion Rate and redemption rate as described above shall be adjusted in certain circumstances (i.e., in the event of forward or reverse stock splits, stock dividends and the like).

4.4. **Class D Preferred Stock.** The rights, preferences, privileges and restrictions granted to and imposed on the Class D Convertible Preferred Stock ("Class D Preferred Stock") are as follows:

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A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class D Preferred Stock and Class E Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common Stock, the Class A Preferred Stock, the Class B Preferred Stock, the Class C Preferred Stock, and the Class F Preferred Stock (such stock being collectively referred to as the "Junior Stock"), an amount equal to One Dollar (\$1.00) per share, plus all accrued and unpaid dividends on the Class D Preferred Stock and Class E Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class D Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class D Preferred Stock shall have the right to convert their shares of Class D Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class D Preferred Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class D Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its

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authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. In addition to any other vote or consent required by the laws of the State of Florida, the Corporation will not, without the affirmative votes or written consent of the holders of at least a majority of the outstanding shares of Class D Preferred Stock, voting as a separate group (with each share of Class D Preferred Stock being entitled to one (1) vote):

(i) In any manner, including by amendment of its Articles of Incorporation or By-laws, alter or change the powers, rights, preferences or privileges or the qualifications, limitations or restrictions of the Class D Preferred or otherwise amend the Article of Incorporation or By-laws of the Corporation;

(ii) Create, authorize or issue a new class or series (or change or reclassify a class or series of shares with junior, subordinate or inferior rights into a class or series of shares) having rights, preferences or privileges prior, superior or on parity with the shares of Class D Preferred Stock or increase the rights, preferences, privileges or number of any class or series having rights, preferences or privileges on dissolution that are prior, superior or on parity with those of the Class D Preferred Stock;

(iii) Increase or decrease the aggregate number of authorized shares of Class D Preferred Stock; effect an exchange or reclassification or create a right of exchange, of all or part of the shares of Class D Preferred Stock into shares of another class, effect an exchange or reclassification or create a right of exchange, of all or part of the shares of another class or series into the shares of Class D Preferred Stock, change the shares of all or part of the Class D Preferred Stock into a different number of shares of Class D Preferred Stock;

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(iv) Repurchase, redeem or otherwise acquire any shares of the Corporation's capital stock other than the Class D Preferred Stock;

(v) Liquidate, dissolve or wind-up the affairs of the Corporation or merge or consolidate the Corporation with any other entity or sell or encumber all or substantially all of the Corporation's assets or issue in one or a series of related transactions shares representing more than fifty percent (50%) of the aggregate voting power of all classes and series of the Corporation's voting stock; or

(vi) Declare or pay any dividend or other distribution with respect to Junior Stock.

On all other matters to be voted on by the stockholders of the Corporation, each holder of Class D Preferred Stock shall be entitled to one (1) vote for each share of Class D Preferred Stock owned by such stockholder.

D. Directors. In addition to the rights specified above, and any other rights provided in the Corporation's By-laws or the laws of the State of Florida, the holders of the Class D Preferred Stock shall have the right at all times to elect that number of members of the Board of Directors of the Corporation as shall be equal to a scant majority of the members of the Board of Directors at any time. For example, if the Board was comprised of five (5) members, the holders of the Class D Preferred Stock shall have the right to elect three (3) of them. If the Board were comprised of six (6) or seven (7) members, the holders of the Class D Preferred Stock would be entitled to elect four (4) members, and so on. The right to elect directors accorded to the holders of the Class D Preferred Stock may be exercised either at a special meeting of the holders of Class D Preferred Stock, or at a special meeting of the stockholders of the Corporation, or by written consent of such holders in lieu of a meeting which such holders shall have the right to

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execute from time to time irrespective of the call of any special meeting of the stockholders. The directors to be elected by the holders of the Class D Preferred Stock shall serve for terms extending from the date of his election and qualification until the time of the next succeeding annual meeting of the stockholders and until his successor has been elected and qualified.

E. Redemption of Junior Stock. As long as shares of Class D Preferred Stock are outstanding, the Corporation shall not redeem any shares of Common Stock or other Junior Stock.

4.5. **Class E Preferred Stock:** The rights, preferences, privileges and restrictions granted to and imposed on the Class E Preferred Stock are as follows:

A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class D Preferred Stock and Class E Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common Stock, the Class A Preferred Stock, the Class B Preferred Stock, the Class C Preferred Stock and the Class F Preferred Stock (such stock being collectively referred to as the "Junior Stock"), an amount equal to One Dollar (\$1.00) per share, plus all accrued and unpaid dividends on the Class D Preferred Stock and Class E Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class E Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any

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other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class E Preferred Stock shall have the right to convert their shares of Class E Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class E Preferred Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class E Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

C. Voting Rights. On all matters to be voted on by the stockholders of the Corporation, each holder of Class E Preferred Stock shall be entitled to one (1) vote for each share of Class E Preferred Stock owned by such stockholder.

4.6. **Class F Preferred Stock:** The rights, preferences, privileges and restrictions granted to and imposed on the Class F Convertible Preferred Stock ("Class F Preferred Stock") are as follows:

A. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class F Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, after any payment or declaration and setting apart for payment of any amount shall be made in respect to the Class D Preferred Stock and Class E

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Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to the Common Stock, and the Class A Preferred Stock, the Class B Preferred Stock and the Class C Preferred Stock, an amount equal to \$.001 per share, plus all accrued and unpaid dividends on the Class F Preferred Stock (no less and no more). If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Class F Preferred Stock or holders of other classes of stock are entitled, the amount available for distribution shall be shared *pro rata* by the holders of such stock. For the purposes of this section, a merger or consolidation of the Corporation with any other Corporation or other entity, or the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

B. Conversion Rights. The holders of the Class F Preferred Stock shall have the right to convert their shares of Class F Preferred Stock, at the option of the holder thereof, at any time, after the date of issuance of such share, into shares of fully paid and nonassessable Common Stock at the rate of one (1) share of Common Stock for each share of Class F Preferred Stock so converted. The Corporation shall at all times reserve and keep available Common Stock out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Class F Preferred Stock or the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for conversion.

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C. Voting Rights. On all matters to be voted on by the stockholders of the Corporation, each holder of Class F Preferred Stock shall be entitled to one (1) vote for each share of Class F Preferred Stock owned by such stockholder.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 940 Highland Avenue, Orlando, Florida 32803 and the registered agent for the Corporation at the address is Mark L. Ornstein, Esquire.

ARTICLE VI. LIMIT ON LIABILITY AND INDEMNIFICATION

6.1 Definitions. For purposes of this Article the following definitions shall apply:

A. "Corporation" means this Corporation only and no predecessor entity or other legal entity;

B. "expenses" include counsel fees, expert witness fees, and costs of investigation (including litigation and appeal), as well as any amounts expended in asserting a claim for indemnification;

C. "liability" means the obligation to pay a judgment, settlement, penalty, fine or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

D. "legal entity" means a Corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise;

E. "Predecessor entity" means a legal entity the existence of which ceased on its acquisition by the Corporation in a merger or otherwise; and

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F. "Proceeding" means any threatened, pending or completed action, suit, proceeding or appeal whether civil, criminal administrative or investigative and whether formal or informal.

6.2 Limit on Liability. The directors and officers of this Corporation shall not be liable to the Corporation or its shareholders in any instance in which the Act (as it exists on the date these Articles are effective or as it exists on the date of an amendment hereto) permits the limitation or elimination of liability of directors or officers of a Corporation to the Corporation or its shareholders.

6.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except to the extent that such liability and expenses are incurred because of such individuals' willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation.

A. The determination that indemnification under Section 6.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law and, in the case of an officer, as provided in Section 6.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such

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determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed on by the Board and such person.

B. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding on receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment.

C. The termination of a proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification.

D. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 6.3.

E. No person's rights under Section 6.3 of this Article shall be limited by the provisions of Section 6.4.

6.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 6.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities and any person serving any other legal entity in any capacity at the request of the Corporation and may contract in advance to do so. The determination that indemnification under Section 6.4 is permissible, the authorization of such

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indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

6.5 Miscellaneous.

A. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators.

B. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation.

C. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including, without limitation, the mandatory indemnification of directors and officers pursuant to Section 607.0850 of the Act, as they exist on the date these Articles are effective or on the date of an amendment hereto, indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. No person shall be entitled to indemnification by the Corporation, however, to the extent such person is indemnified by another, including an insurer.

D. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability.

E. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above.

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F. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article and, to this end, the provisions of this Article are severable.

6.6 Amendments. The Bylaws may modify or amend this Article to expand the provisions of this Article. The Bylaws, however, may not restrict or limit the provisions of this Article. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

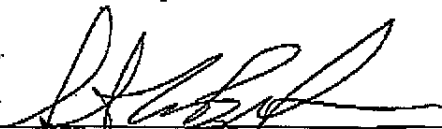
ARTICLE VII. SUPERSESSION

These restated Articles of Incorporation supersede and take the place of all existing Articles of Incorporation and all amendments.

Dated August 29, 2000.

PUBLIC ACCESS TECHNOLOGY.COM, INC.

By: 
Charles L. Pope, Chief Financial Officer


By: Steven A. Burhoe, Secretary

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