

P 98 0000 85798
KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW
www.katzlaw.com

Orlando Office

Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
(407) 841-7100
fax (407) 648-0660

Tallahassee Office

12th Floor
106 East College Avenue
TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

Suite 409
2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0996
fax (305) 932-0972

e-mail: suzana@katzlaw.com
Direct Facsimile: 407-649-4719
Reply to: Orlando Office

May 18, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT NO: 7000-0600-0025-4801-0858

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

6000003262526-5
-05/22/00-01149-016
*****35.00 *****35.00

Re: Articles of Restatement and Restated Articles of Incorporation for ProLink.com, Inc.

Ladies and Gentlemen:

Enclosed for filing is a manually signed Articles of Restatement and Restated Articles of Incorporation for the above-referenced corporation. Also enclosed is a duplicate copy of the same to be date-stamped and returned to us. A stamped, self-addressed envelope has been provided for your convenience.

In addition, enclosed is our firm's check in the amount of \$35.00 to cover the filing fee. If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

KATZ, KUTTER, HAIGLER, ALDERMAN,
BRYANT & YON, P.A.

By: 

Suzan A. Abramson

Restate
6-6-00
MS

SAA/lms
Enclosures

cc: Thomas P. Rolfson, President

forms/corp/articles of incorp-restated ltr.doc

FILED
00 MAY 22 PM 1:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
AND RESTATED ARTICLES OF INCORPORATION
OF PROLINK.COM, INC.**

FILED
00 MAY 22 PM 1:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Restatement and Restated Articles of Incorporation:

- I. The name of the corporation is PROLINK.COM, INC. (the "Corporation").
- II. The Corporation is amending and restating its Articles of Incorporation in their entirety. The amendment and restatement and the following Restated Articles of Incorporation of the Corporation have been duly proposed by the directors and adopted by the directors and shareholders of the Corporation, effective May 16, 2000, in the manner prescribed in Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.
- III. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring shareholder approval. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- IV. The Restated Articles of Incorporation of the Corporation provide for an increase in the number of authorized shares from 100,000 shares of common stock to 10,000,000 shares of common stock.
- V. The Restated Articles of Incorporation of the Corporation provide for a decrease in the par value per share of the Corporation's common stock from \$1.00 par value to \$.001 par value per share. Each issued and outstanding share of the Corporation's common stock shall, without any action on the part of the holder thereof, be converted into one share of common stock of the Corporation, \$.001 par value per share.
- VI. Pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, all of the directors and the holders of all of the outstanding capital stock of the Corporation signed on May 16, 2000 a written consent adopting these Articles of Restatement and the attached Restated Articles of Incorporation.
- VII. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

RESTATED
ARTICLES OF INCORPORATION
OF
PROLINK.COM, INC.

ARTICLE I - Name

The name of this Corporation shall be:

PROLINK.COM, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 8440 Tradeport Drive, Suite 109, Orlando, Florida, 32827.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.001 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Registered Agent and Street Address

The street address of the registered office of this Corporation is 8440 Tradeport Drive, Suite 109, Orlando, Florida, 32827, and the name of the registered agent of this Corporation at that address is Thomas P. Rolfson.

ARTICLE VII - Directors

- A. The number of Directors of this Corporation shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.
- F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Articles of Restatement and Restated Articles of Incorporation have been executed this 16 day of May, 2000.

ProLink.Com, Inc.

By: 
Thomas P. Rolfson, President