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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. In Stone Media, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

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3. _____
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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

G. COULLETTE OCT 17 2000

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IN STORE MEDIA, INC.**

In accordance with Section 607.1007 Florida Statutes, the Board of Directors of In Store Media, Inc. (the "Corporation") hereby amends and restates in its entirety the Corporation's Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

In Store Media, Inc.

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

4720 West Cypress Street
1st Floor
Tampa, Florida 33607

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on October 16, 1998.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

The stock of the Corporation shall be divided into two classes: 10,000,000 shares of common stock having a par value of \$.001 per share, and 1,000,000 shares of preferred stock having a par value of \$.01 per share.

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The preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof, and the relative rights, preferences, and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement, or sinking fund provisions; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock, (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of Florida.

ARTICLE VI. CURRENT REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4720 West Cypress Street, 1st Floor, Tampa, Florida 33607, and the name of the Corporation's registered agent at that address is Scott P. Riley.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a director or officer of the Corporation to the greatest extent provided by law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

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

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and by the shareholders, in accordance with Section 607.1003 of the Florida Statutes, as of August 17, 2000. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this ____ day of September, 2000.

IN STORE MEDIA, INC.

By:



Scott P. Riley
Vice President, Secretary
and Treasurer

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