

FEB-18-00

FROM-AKERMAN, SENTERFITT & EIDSON

(305)374-5095

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Florida Department of State
Division of Corporations
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Fax Number : (850)922-4000

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

NET COMMERCE ARCHITECTS, INC.

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TALLAHASSEE, FLORIDA

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D. CONNELL

FEB 18 2000

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FEB-18-00 11:27AM FROM-AKerman, SENTERFITT & EIDSON

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2000

NET COMMERCE ARCHITECTS, INC.
320 S. FLAMINGO ROAD
SUITE 351
PEMBROKE PINES, FL 33027

SUBJECT: NET COMMERCE ARCHITECTS, INC.
REF: P98000093819

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the name of the new registered agent, on the registered agent certificate of acceptance, above the signature of Nery C. Toledo.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000007398
Letter Number: 200A00008806

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FEB-18-00 11:27AM FROM-AKERMAN SENTERFITT & EIDSON

+3053745095

T-744 P.03/08 F-975



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 17, 2000

NET COMMERCE ARCHITECTS, INC.
320 S. FLAMINGO ROAD
SUITE 351
PEMBROKE PINES, FL 33027

SUBJECT: NET COMMERCE ARCHITECTS, INC.
REF: P98000093819

o a

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000007398
Letter Number: 000A00008568

o a

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF RESTATEMENT OF
NET COMMERCE ARCHITECTS, INC.**

Pursuant to the provisions of § 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby submits these Articles of Restatement and the Amended and Restated Articles of Incorporation attached hereto.

1. The name of this corporation is Net Commerce Architects, Inc. (the "Corporation").
2. The attached Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation which required shareholder approval, and approval of the Board of Directors of the Corporation. All such amendments were duly adopted and approved by all of the directors and all of the shareholders of the Corporation, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Unanimous Written Consent of the Board of Directors and the Shareholders of the Corporation dated January 4, 2000.
3. The Articles of Incorporation of the Corporation are superseded in their entirety, and replaced by the Amended and Restated Articles of Incorporation attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement on behalf of the Corporation as of January 4, 2000.

NET COMMERCE ARCHITECTS, INC.

By: _____

Harold Gubnitsky
Harold Gubnitsky
Chief Executive Officer

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

The Articles of Incorporation of Net Commerce Architects, Inc. (the "Corporation") originally filed with the Secretary of State of Florida on November 5, 1998 are hereby and restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

SEMTOR, INC.

ARTICLE II - PURPOSE

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - CAPITAL STOCK

A. Total Authorized Shares. The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 50,000,000 shares, consisting of 45,000,000 shares of common stock \$.001 par value per share (the "Common Stock"), and 5,000,000 shares of preferred stock, \$.001 par value per share (the "Preferred Stock").

B. Rights, Preferences and Limitations. Statements of the relative rights, preferences and limitations of each class of capital stock are as follows:

(1) Common Stock

Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

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(2) Preferred Stock

The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

(a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

The Corporation may grant preemptive rights to shareholders to the extent of and as provided in one or more agreements to which the Corporation may be a party.

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ARTICLE V - ADDRESS

The principal place of business of the Corporation shall be at 3040 Universal Boulevard, Weston, FL 33331.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify the directors, officers, employees or agents of the Corporation exercising powers and duties in such capacities, to the full extent now or hereafter permitted by law, and as further set forth in the By-laws of the Corporation or other agreements of documents of entered into by the Corporation relating to any such indemnity.

ARTICLE VII - REGISTERED AGENT AND ADDRESS

The name and Florida street address of the registered agent of the Corporation are as follows:

American Information Services, Inc.
SunTrust International Center
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131

The above Amended and Restated Articles of Incorporation were duly adopted and approved by all of the directors and all of the shareholders of the Corporation, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Unanimous Written Consent of the Board of Directors and the Shareholders of the Corporation dated January 4, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of January 4, 2000.

NET COMMERCE ARCHITECTS, INC.

By: Harold Gubnitsky
Harold Gubnitsky
Chief Executive Officer

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NET COMMERCE ARCHITECTS, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12 day of February, 2000.

AMERICAN INFORMATION SERVICES, INC.

By: Nery C. Toledo, V.P.
Nery C. Toledo, Vice President