

Law Offices
BLASS & FRANKEL, P.A.
Professional Association

Stephen A. Blass
Melvin F. Frankel

One Southeast Third Avenue
2130 SunTrust International Center
Miami, Florida 33131
Telephone (305) 377-9353
Facsimile (305) 372-3670 or 371-6934
INTERNET blasfran@icanect.net

P99000004931

April 23, 1999

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: campusQpons.com Corp.

400002852224--7
-04/26/99-01151-016
*****43.75 *****43.75

Gentlemen:

Enclosed herewith please find Amended and Restated Articles of Incorporation of campusQpons.com Corp., for filing with the records of the Florida Department of State, Division of Corporations, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing this Amended and Restated Articles of Incorporation, advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

MELVIN F. FRANKEL

MFF:cj
Enclosures (as stated)

FILED
JUN - 4 1999
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
P99000004931
Amended
to 4-99
Restated
Out copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 1999

BLASS & FRANKEL, P.A.
% MELVIN FRANKEL
ONE SOUTHEAST THIRD AVENUE
MIAMI, FL 33131

SUBJECT: CAMPUSQPONS.COM CORP.
Ref. Number: P99000004931

We have received your document for CAMPUSQPONS.COM CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 899A00026313

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
campusQpons.com Corp.

ARTICLE I

The name of the corporation is **campusQpons.com Corp.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one million (1,000,000). All such shares shall be of a single class, designated as common, with a one cent (\$.01) par value.

FILED
99 JUN -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The board of directors shall consist of two (2) directors whose name and addresses are as follows:

Adam T. Frankel
9201 E. Bay Harbor Drive
Bay Harbor Islands, FL 33154

Brett Friedman
21305 N.E. 19th Court
North Miami Beach, Florida 33179

ARTICLE XI


The registered agent of the corporation is Coprolite Corporation, 2130 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131. The street address of the corporation's registered office is 9201 E. Bay Harbor Drive, Bay Harbor Islands, FL 33154.

ARTICLE XII

The name and address of the incorporator of the corporation is Melvin F. Frankel, 2130 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: April 23, 1999


MELVIN F. FRANKEL

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

The foregoing instrument was acknowledged before me this 23rd day of April, 1999, by MELVIN F. FRANKEL, [☒] who is personally known to me or [☐] who has produced _____ as identification and [☐] who did [☐] who did not take an oath.

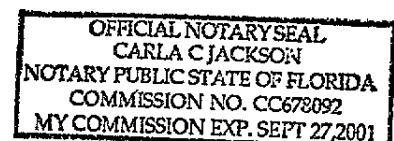


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name: CARLA C. JACKSON

Commission Number: CC-678092

My commission Expires: 09/27/2001



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF §607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT campusQpons.com Corp., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT ONE SOUTHEAST THIRD AVENUE, SUITE 2130, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT #2130 SUNTRUST INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

campusQpons.com Corp., a Florida corporation

BY: _____

MELVIN F. FRANKEL, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida corporation

By: _____

MELVIN F. FRANKEL, President

Dated: April 23, 1999

STATE OF FLORIDA)

: SS:

COUNTY OF MIAMI- DADE)

SWORN TO AND SUBSCRIBED before me this 23rd day of April, 1999.

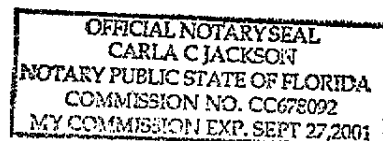
Carla C Jackson

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name: CARLA C. JACKSON

Commission Number: CC-678092

My commission Expires: 09/27/2001



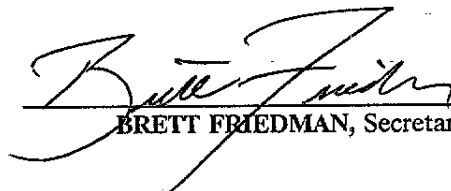
CERTIFICATE ADOPTING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
campusQpons.com Corp.

THE UNDERSIGNED, BRETT FRIEDMAN, as Secretary of **campusQpons.com Corp.**, a Florida corporation certifies as follows:


1. That **campusQpons.com Corp.**, a Florida corporation established in Miami, Miami-Dade County, Florida, was legally incorporated under the laws of the State of Florida, filed on January 19, 1999; and

2. Amended and Restated Articles of Incorporation were executed on April 23, 1999, said Amended and Restated Articles being adopted by the Board of Directors on April 23, 1999, which Amended and Restated Articles were approved by the shareholders, the number of votes cast for the amendment by the shareholders being sufficient for approval.

IN WITNESS WHEREOF, I have hereunto affixed my hand as Secretary and the Seal of the Corporation, this 21 day of May, 1999.


BRETT FRIEDMAN, Secretary

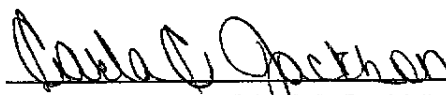
Attest:

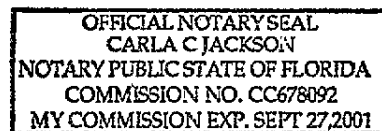

ADAM T. FRANKEL, President

STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared BRETT FRIEDMAN and ADAM T. FRANKEL, [✓] who are personally known to me, or [] who produced _____ as identification, to be the persons described in the foregoing instrument and executed the foregoing instrument.

WITNESS my hand and official seal, this 21~~st~~ day of May, 1999, in the County and State aforesaid.


CARLA C. JACKSON
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



WRITTEN CONSENT OF THE STOCKHOLDERS OF

campusQpons.com Corp.

The undersigned, being all the Stockholders of the above named corporation, hereby consent to the filing of Amended and Restated Articles of Incorporation, as recommended by the Board of Directors of the Corporation pursuant to notification and information duly received as to said filing.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and the number of shares of the corporation owned by each signatory hereto.

Dated: May 20, 1999

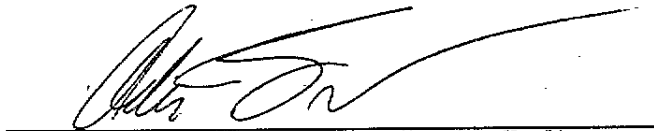
SHAREHOLDERS

PRINTED NAME

SIGNATURE:

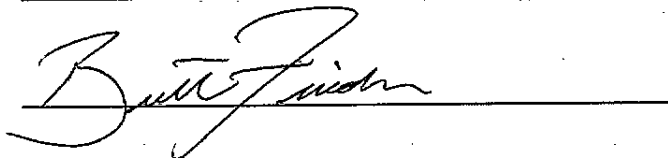
OF SHARES

ADAM T. FRANKEL



1,500

BRETT FRIEDMAN



1,500