

P99000006055

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Job Net, Inc.

FILED  
99 JUN 25 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. COULLIETTE JUN 25 1999

Signature \_\_\_\_\_

Requested by: JM

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File CORP
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ~~\_\_\_\_\_~~ Photo Copy \_\_\_\_\_
- ~~\_\_\_\_\_~~ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
JOB NET, INC.**

**Articles of Incorporation**

AEM: JOB NET, INC.  
6/16/99

**AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
JOB NET, INC.**

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WHEREAS, the Articles of Incorporation of JOB NET, INC. were filed with and approved by the Secretary of State of Florida on January 15, 1999; and

WHEREAS, it is the intention of all of the shareholders and all of the directors of JOB NET, INC. that the Articles of Incorporation be amended and restated in accordance with the Amended and Restated Articles of Incorporation hereinafter set forth, which amendments include, among other things, changing the name of the corporation, its principal place of business, providing purposes and powers, increasing the number of authorized shares, authorizing the board of directors to accept a variety of types of consideration for shares of stock, changing the address of the registered agent, providing for directors, electing not to be governed by F.S. 607.0901 with respect to affiliated transactions or F.S. 607.0902 with respect to control-share acquisitions, requiring approval of board of directors to indemnify directors, officers and employees for litigation expenses; and

WHEREAS, the proposed AMENDED AND RESTATED ARTICLES OF INCORPORATION OF JOB NET, INC. hereinafter set forth was approved by all of the shareholders and all of the directors of JOB NET, INC. on June 16, 1999; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment and Restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the original Articles of Incorporation of JOB NET, INC. are hereby deleted in their entirety and amended and restated by substituting therefor the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF JOB NET, INC. as set forth in Exhibit "A" attached hereto.

IN WITNESS WHEREOF, this Amendment and Restatement of Articles of Incorporation is hereby executed on behalf of JOB NET, INC. by its President this June 16, 1999.

JOB NET, INC.

By: Thomas L. Bisanz  
Thomas L. Bisanz, President

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**EXHIBIT "A"**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**JOB NET, INC.**

**ARTICLE I**  
**Name**

The name of the Corporation is **JOB NET, INC.**

**ARTICLE II**  
**Term of Existence**

The date when corporate existence shall commence shall be January 15, 1999, as provided by Section 607.0203 of the Florida Business Corporation Act (the "Act"), and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**  
**Principal Office**

The principal office of the Corporation is at 224 S Melville Avenue, Suite 8, Tampa, Florida 33629.

**ARTICLE IV**  
**Purposes**

The Corporation may engage in the transaction of any or all lawful business in which corporations may lawfully engage under the laws of the State of Florida.

**ARTICLE V**  
**General Powers**

The Corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.

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(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833 of the Act.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or any other entity, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and receive and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and locate and have offices and exercise the powers granted by law within or without this state.

(i) To elect directors and appoint officers, employees and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make, alter and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

### **Articles of Incorporation**

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(l) To transact any lawful business which the Board of Directors shall find will aid governmental policy.

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.

(n) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(q) To sue and be sued, complain and defend in its corporate name.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not they are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

## **ARTICLE VI**

### **Capital Stock**

The total number of shares of capital stock authorized to be issued by the corporation shall be twenty million (20,000,000) shares of common stock having a par value of one ten thousandth of a cent (\$0.0001) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be fully paid and shall be nonassessable.

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**ARTICLE VII**  
**Registered Office and Agent**

The street address of the registered office of the Corporation is 224 S Melville Avenue, Suite 8, Tampa, Florida 33629, and the name of its registered agent at such address is Thomas L. Bisanz. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida a statement complying with the requirements of the Act for same.

**ARTICLE VIII**  
**Directors**

The Corporation will have four (4) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation by action of the Board of Directors, provided that the Corporation will always have at least 1 but no more than 11 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Thomas L. Bisanz	1027 S Frankland Road Tampa, FL 33629-5105
Paul Catoe	4634 Westford Circle Tampa, FL 33624
Karen Fate	3805 W Granada Tampa, FL 33629
Warren C. Hershkowitz	3506 W Palmira Ave. Tampa, FL 33629

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator of this corporation was Thomas L. Bisanz, 1027 Frankland Road, Tampa, FL 33629-5105

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**ARTICLE X**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(c) of the Act, the Corporation expressly elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act shall not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE XI**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation expressly elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902. Therefore, the terms and provisions of Section 607.0902, 607.1302(1)(c) and 607.1320 of the Act shall not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**ARTICLE XII**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE XIII**  
**Indemnification**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

**ARTICLE XIV**  
**Amendment**

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

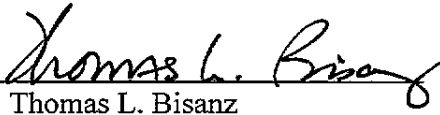
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 16, 1999

  
Thomas L. Bisanz

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