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## BASIC AMENDMENT

CARGO CHARTERS INTERNATIONAL, INC.

Certificate of Status	0
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Restated Act  
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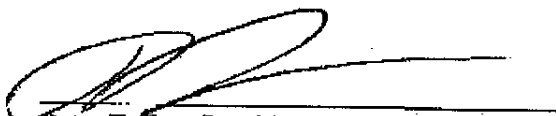
**ARTICLES OF RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF  
CARGO CHARTERS INTERNATIONAL, INC.  
A Florida Corporation**

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TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, as President of **CARGO CHARTERS INTERNATIONAL, INC.**, a Florida corporation, Florida Document Number P99000007237 (the "Corporation"), in accordance with Section 607.1007(4), Florida Statutes, hereby submits for filing these Articles of Restatement of the Articles of Incorporation of the Corporation.

1. **Name of Corporation.** The name of the Corporation is "Cargo Charters International, Inc."
2. **Text of Amended and Restated Articles.** The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto as Exhibit A.
3. **Requirement of Shareholder Approval.** The Amended and Restated Articles of Incorporation contain amendments which required the approval of the Corporation's Shareholders.
4. **Date of Authorization.** The Amended and Restated Articles of Incorporation were adopted by the unanimous written action of the Directors and Shareholders of the Corporation on August 14<sup>th</sup>, 1999.
5. **Sufficiency of Vote.** The Amended and Restated Articles of Incorporation were unanimously approved by the Corporation's Directors and Shareholders, which is a vote sufficient to approve the Amendment under the Corporation's Articles of Incorporation and Bylaws and under the laws of the State of Florida.
6. **Effective Date of Amended and Restated Articles of Incorporation.** The Amended and Restated Articles of Incorporation shall be effective immediately upon filing by the Department of State.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Articles of Amendment this 14<sup>th</sup> day of August, 1999.

  
Peter F. Fox, President

George A. Golder, Esq.  
Zimmerman, Shuffield, Kisar & Sutcliffe, P.A.  
P.O. Box 3000  
Orlando, FL 32802-3000  
Telephone: 407-425-7010  
Florida Bar Number: 0768014

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**EXHIBIT A****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARGO CHARTERS INTERNATIONAL, INC.**

In accordance with Section 607.1007, Fla. Stat., the following are the Amended and Restated Articles of Incorporation of Cargo Charters International, Inc., a Florida Corporation, Florida Department of State Document Number: P99000007237.

**ARTICLE I  
NAME**

The name of the corporation is **CARGO CHARTERS INTERNATIONAL, INC.**

**ARTICLE II  
SHARES**

The number of shares which the corporation shall have authority to issue is Twenty Million (20,000,000), consisting of a single class of common stock, One Tenth of One Cent (\$.001) par value per share.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 6200 Hazeltine National Drive, Orlando, Florida, 32822. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV  
MAILING ADDRESS**

The mailing address of the corporation is 6200 Hazeltine National Drive, Orlando, Florida, 32822.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The address of the Registered Office of the corporation is 6200 Hazeltine National Drive, Orlando, Florida, 32822, and the Registered Agent at such address is Peter F. Fox.

George A. Goldcr, Esq.  
Zimmerman, Shuffield, Kiser & Sutcliffe, P.A.  
P.O. Box 3000  
Orlando, Florida 32802-3000  
Telephone: 407-425-7010  
Florida Bar Number: 0768014

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**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is One (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

Peter F. Fox, Director

6200 Hazeltine National Drive  
Orlando, Florida 32822.

**ARTICLE VII**  
**INDEMNIFICATION**

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

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B. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

#### ARTICLE VIII ADOPTION BY DIRECTORS AND SHAREHOLDERS

These Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the Directors and Shareholders of the Corporation on August 14<sup>th</sup>, 1999.

SENT BY:

8-18-99 ;10:28AM ; ZIMMERMAN LAW FIRM→

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**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as the Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 14<sup>th</sup> day of August, 1999.

  
Peter F. Fox, Registered Agent