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BASIC AMENDMENT

OFFICIAL KIOSK GROUP, INCORPORATED

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Certificate of Status	0
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Amended & Restated

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

OFFICIAL KIOSK GROUP, INCORPORATED
1655 WASHINGTON AVE
MIAMI BEACH, FL 33139

SUBJECT: OFFICIAL KIOSK GROUP, INCORPORATED
REF: P99000015794

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 current name of the entity is as referenced above. Please correct your document accordingly.

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Karen Gibson
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OFFICIAL KIOSK GROUP, INCORPORATED**

The Articles of Incorporation of Official Kiosk Group, Incorporated, originally filed with the Secretary of State of Florida on February 17, 1999, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("Act") as follows:

**ARTICLE I
NAME**

The name of the corporation is Official Kiosk Group, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any activities of business permitted under the laws of the United States.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred Million (100,000,000) shares of common stock, par value \$.0001 per share (the "Common Stock"). The authorized shares of Common Stock shall be divided into two classes, comprised of Eighty Million (80,000,000) shares of Class A Common Stock (the "Class A Common Stock") and Twenty Million (20,000,000) shares of Class B Non-Voting Common Stock (the "Class B Non-Voting Common Stock"). Each share of Common Stock shall have pre-emptive rights.

The Class A Common Stock and the Class B Non-Voting Common Stock shall be identical in all respects except that: (i) each share of Class A Common Stock shall be entitled to one (1) vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Non-Voting Stock shall not be entitled to any vote per share on matters submitted to a vote of the shareholders of the Corporation; (ii) shares of Class B Non-Voting Common Stock may be issued to holders of Class A Common Stock in a stock dividend, stock split or otherwise duly declared by the Board of Directors, while Class A Common Stock may not be issued to holders of Class B Non-Voting Common Stock in any such stock dividend, stock split or otherwise; and (iii) each share of Class B Non-Voting Common Stock may in the sole discretion of the Corporation be converted into

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shares of Class A Common Stock, upon such terms and conditions as determined by the Corporation, prior to an initial public offering of the Common Stock.

Class A Common Stock and Class B Non-Voting Common Stock may be subsequently divided into and issued in one or more series of stock with voting rights, priorities and preferences for each series that the board of directors of the Corporation determines and sets in duly authorized resolutions providing for the creation and issuance of such series of stock.

**ARTICLE V
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the Corporation's principal office is:

1785 N.E. 123rd Street
North Miami, Florida 33181

The name and street address of the Registered Agent is:

Ben Solomon
1785 N.E. 123rd Street
North Miami, Florida 33181

**ARTICLE VI
BOARD OF DIRECTORS**

The Corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The names and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Talee Zur	1800 Northeast 114th Street, #1602, North Miami, Florida 33181
Moshe Zur	1800 Northeast 114th Street, #1602, North Miami, Florida 33181
Henry S. Bonis	1800 Northeast 114th Street, #1602, North Miami, Florida 33181
Kamal Hotchandani	1655 Washington Ave., Miami Beach, Florida 33139
Ben Solomon	1785 N.E. 123rd Street, North Miami, Florida 33181
Dr. Harold S. Gober	3675 N. Country Club Dr., #2008, Aventura, Florida 33180

(H00000033107 4)

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Ben Solomon
1785 N.E. 123rd Street
North Miami, Florida 33181

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents on all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE IX
AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

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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 of Official Kiosk Group, Incorporated, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated 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 Amended and Restated 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3rd day of April, 2000.


Ben Solomon

(H00000033107 4)

CERTIFICATION BY OFFICER

The forgoing Amended and Restated Articles of Incorporation were duly adopted and approved by all the members of the Board of Directors and by all the shareholders by a sufficient number required for approval of the Corporation, pursuant to the joint written consent of the Board of Directors and Shareholders, dated April 23, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of May, 2000.



Ben Solomon, President