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ACCOUNT NO. : 072100000032

REFERENCE : 217322 4312909

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 35.00

ORDER DATE : April 26, 1999

ORDER TIME : 10:50 AM

ORDER NO. : 217322-005

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CUSTOMER NO: 4312909

CUSTOMER: Charlotte Darling, Legal Asst
Gunster Yoakley Valdez-fauli &
777 S. Flagler Dr. #500

W. Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: ONLINEDEMOCRACY.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: Sp

FILED
99 APR 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 26 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
& Restated
4/27/99

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONLINEDEMOCRACY.COM, INC.**

FILED
99 APR 26 PM 3: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, OnlineDemocracy.com, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated April 5, 1999.
2. The Amended and Restated Articles of Incorporation set forth herein were approved by the sole shareholder of the outstanding shares of common stock of the Corporation on April 5, 1999.
3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects:
 - A. The article concerning the principal office and mailing address is amended in certain respects and the article number is changed.
 - B. The article concerning capital stock is amended in certain respects and the article number is changed.
 - C. The article concerning the initial registered agent and office is amended in certain respects and the article number is changed.
 - D. Article V regarding the Incorporator is deleted.
 - E. The article concerning indemnification is amended in certain respects and the article number is changed.
 - F. Articles II, III, VII, IX and X relating to duration, purpose, powers, amendment and bylaws, respectively, have been added.
4. The One Thousand (1000) shares of common stock of the Corporation, par value \$.01 per share, which are currently outstanding shall be converted to Ten Thousand (10,000) shares of common stock of the Corporation, par value \$.01 per share, after the filing of the Amended and Restated Articles of Incorporation and the same shall remain outstanding.

5. There are no discrepancies between the provisions of the Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments and considerations.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of OnlineDemocracy.com, Inc., a Florida corporation, are hereby amended and restated as follows:

ARTICLE I
NAME

The name of the corporation is ***OnlineDemocracy.com, Inc.***

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
ADDRESS

The principal place of business and mailing address of the corporation shall be:

4194 South Atlantic Avenue
New Smyrna Beach, Florida 32169

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$0.01) par value per share common stock.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the registered agent of the corporation at the address is Valdes-Fauli Corporate Services, Inc.

ARTICLE VII

POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VIII

INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their

official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX

AMENDMENT

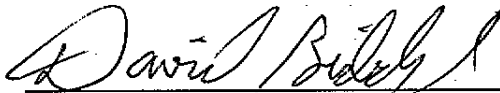
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE X

BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 5th day of April, 1999.



David Biddulph, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OnlineDemocracy.com, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By: _____


Michael V. Mitrione
Vice President