

P990000021764

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

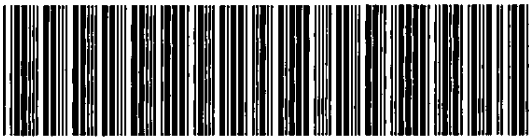
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000078414300

*Amended &
Restated*

08/08/06--01008--012 **52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG - 8 AM 9:29

*OK
8/17/06*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Boca Internet Technologies, Inc.

DOCUMENT NUMBER: P99000021764

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joel Richardson

(Name of Contact Person)

Boca Internet Technologies, Inc.

(Firm/ Company)

4611 Johnson Road Suite 6

(Address)

Coconut Creek, FL 33073

(City/ State and Zip Code)

For further information concerning this matter, please call:

Joel Richardson

(Name of Contact Person)

at (954) 312-0188

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG -8 AM 9:29

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOCA INTERNET TECHNOLOGIES, INC.**

In accordance with Section 607.1007, Florida Statutes, the Articles of Incorporation of Boca Internet Technologies, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

ARTICLE I – NAME

The name of the Corporation is Boca Internet Technologies, Inc.

ARTICLE II – PRINCIPAL OFFICE

The current mailing address for the principal office of the Corporation is 4611 Johnson Road, Suite 6, Coconut Creek, Florida 33073.

ARTICLE III – PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV – CORPORATION CAPITALIZATION

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares consisting of 1,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

ARTICLE V – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VI – TERM OF EXISTENCE

The term of existence of the Corporation is perpetual.

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the current registered office of this Corporation is 4611 Johnson Road, Suite 6, Coconut Creek, Florida 33073, and the name of the current registered agent of this Corporation at that address is Kenneth Gross.

ARTICLE VIII – BYLAWS

The Corporation's Board of directors shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX – AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in any amendment thereto, or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on July 20, 2006 and by the shareholders on July 20, 2006, in accordance with Section 607.1003 of the Florida Statutes. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 20th day of July, 2006.


Kenneth Gross
President & CEO

BOCA INTERNET TECHNOLOGIES, INC.

**CONSENT IN LIEU OF
SPECIAL MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS**

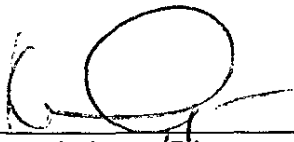
The undersigned, being all the members of the board of directors (the "Board") and all of the stockholders (the "Stockholders") of Boca Internet Technologies, Inc., a Florida corporation (the "Corporation"), in lieu of holding a special meeting, take the following actions and adopt the following resolutions by unanimous written consent:

WHEREAS, the best interest of the Corporation would be served by adopting the resolutions set forth on the attached Annex I;

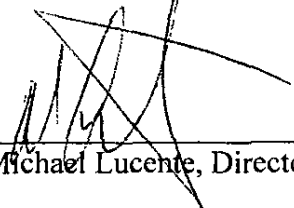
IT IS THEREFORE RESOLVED, that the resolutions set forth on the attached Annex I are adopted and approved; it is

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the officers of the Corporation are authorized to take all such further action, and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation, and to pay all such fees and expenses, which shall in their judgment be necessary, appropriate or convenient.

The undersigned have executed this Consent to be effective as of the 20th day of July 2006.



Kenneth Gross, Director and Shareholder



Michael Lucente, Director and Shareholder

ANNEX I

PROPOSED RESOLUTIONS OF THE BOARD AND THE STOCKHOLDERS OF BOCA INTERNET TECHNOLOGIES, INC.

ARTICLES OF INCORPORATION

WHEREAS, the board of directors (the "Board") and all of the stockholders (the "Stockholders") have determined that it is in the best interest of the Corporation to amend and restate the Articles of Incorporation of the Corporation for the purposes, among others of: (a) increasing the authorized number of shares of the Corporation's common stock from 1,000 to 1,000,000 and (b) changing the par value of the Corporation's common stock from no par value to \$0.01 per share.

NOW THEREFORE BE IT RESOLVED, the Amended and Restated Articles of Incorporation of the Corporation in substantially the form provided to the Board and the Stockholders and attached as Exhibit A to this Consent (the "Amended and Restated Articles") are approved by the Board and the Stockholders; and it is

FURTHER RESOLVED, that the officers of the Corporation are authorized to execute and file the Amended and Restated Articles with the Florida Secretary of State and to pay all necessary fees and expenses; and it is

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to take any further action they deem necessary, appropriate or convenient to effect the intent of the foregoing resolutions.

2006 INCENTIVE PLAN

WHEREAS, the Board and the Stockholders have reviewed the terms of the proposed 2006 Incentive Plan (the "Incentive Plan") provided to the Board and attached as Exhibit B and has determined that it is in the best interests of the Corporation to approve and adopt the proposed Incentive Plan for the purpose of establishing an incentive to attract, retain and reward employees and future employees who contribute to the success of the Corporation.

WHEREAS, the Board and the Stockholders have determined that it is in the best interests of the Corporation to approve and adopt the total number of shares reserved for issuance under the Boca Internet Technologies, Inc. 2006 Incentive Plan to be equal to nine percent (9%) of the total number of authorized shares of the Corporation's common stock.

NOW THEREFORE BE IT RESOLVED, that upon shareholder approval, the adoption of the Incentive Plan and the establishment of the total number of shares

reserved under the Incentive Plan to be nine percent (9%) of the total number of authorized shares of the Corporation's common stock is approved by the Board and the Stockholders; and it is

FURTHER RESOLVED, that the Incentive Plan and reserved shares shall become effective on June 1, 2006; and it is

FURTHER RESOLVED, that all lawful actions of the officers of the Corporation taken on or before the date of this Consent, in the course of their conduct on behalf of the Corporation, are ratified, approved and confirmed.

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BOCA INTERNET TECHNOLOGIES, INC.

In accordance with Section 607.1007, Florida Statutes, the Articles of Incorporation of Boca Internet Technologies, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

ARTICLE I – NAME

The name of the Corporation is Boca Internet Technologies, Inc.

ARTICLE II – PRINCIPAL OFFICE

The current mailing address for the principal office of the Corporation is 4611 Johnson Road, Suite 6, Coconut Creek, Florida 33073.

ARTICLE III – PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV – CORPORATION CAPITALIZATION

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares consisting of 1,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

ARTICLE V – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VI – TERM OF EXISTENCE

The term of existence of the Corporation is perpetual.

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the current registered office of this Corporation is 4611 Johnson Road, Suite 6, Coconut Creek, Florida 33073, and the name of the current registered agent of this Corporation at that address is Kenneth Gross.

ARTICLE VIII – BYLAWS


The Corporation's Board of directors shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX – AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in any amendment thereto, or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on May 25, 2006 and by the shareholders on May 25, 2006, in accordance with Section 607.1003 of the Florida Statutes. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 20th day of July, 2006.



Kenneth Gross
President & CEO