

P 99000025299

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

600003040096--8
-11/09/99--01077--010
*****35.00 *****35.00

DATE: 11/9/99

REF. #: 0150. 9053

CORP. NAME: Gayborhood, Inc.

FILED
99 NOV -9 PM 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

Examiner's Initials _____

RECEIVED
99 NOV -9 AM 11:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
C. COULLETTE NOV 10 1999
☒ PLAIN STAMPED COPY

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: GAYBORHOOD, INC.
Ref. Number: P99000025299

We have received your document for GAYBORHOOD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 999A0005429

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 10 PM 2:46

RECEIVED

GREENBERG
ATTORNEYS AT LAW
TRAURIG

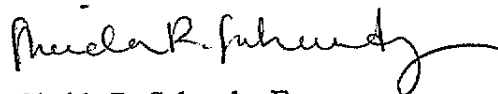
November 8, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Please note that, as indicated in the paragraph following Article VIII, this entity currently has no shareholders. As such, we have not included the certificate referred to in section 607.1007 (4) of the Florida Business Corporation Act. Please do not hesitate to contact us should you have any questions or comments.

Sincerely,



Sheida R. Sahandy, Esq.

MIAMI/TAJBAKHSN/1090320/nd@_01!.DOC/11/08/99

GREENBERG TRAURIG, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131
305-579-0500 FAX 305-579-0717 www.gtlaw.com
MIAMI NEW YORK WASHINGTON, D.C. ATLANTA PHILADELPHIA TYSONS CORNER SÃO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF**

GAYBORHOOD, INC.

**Original Articles of Incorporation
filed with the Florida Secretary of State
on March 15, 1999**

FILED
99 NOV -9 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GAYBORHOOD, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4 West Las Olas, Suite 504, Fort Lauderdale, Florida 33301.

ARTICLE III

3.1 Authorized Shares. The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of (i) Fifty Million (50,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares of "blank check" preferred stock, \$.001 par value per share (the "Preferred Stock").

3.2 Provisions relating to the Preferred Stock.

A. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

B. Preferences. Authority hereby is expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

3.3 Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or

series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE IV

4.1 The Corporation shall hold a special meeting of shareholders only:

- A. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- B. If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 4 West Las Olas, Suite 504, Fort Lauderdale, Florida 33301.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors as of the date hereof is 2, and the names and addresses of these members of the Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Sandee Birdsong
4 West Las Olas, Suite 504
Fort Lauderdale, Florida 33301

Margaret P. Moss
4 West Las Olas, Suite 504
Fort Lauderdale, Florida 33301

ARTICLE VII

The name of the Incorporator is Sandee Birdsong and the address of the Incorporator is 4 West Las Olas, Suite 504 Fort Lauderdale, Florida 33301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

The Corporation has not issued any shares of capital stock. This Amendment and Restatement of the Corporation's Articles of Incorporation were duly adopted by the Board of Directors of the Corporation and shall supercede the original Articles of Incorporation and be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the President and Incorporator named above, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Amended and Restated Articles of Incorporation this 5 day of November 1999.



Sandee Birdsong, President and Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GAYBORHOOD, INC. hereby confirms her acceptance and such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Sandee Birdsong, Registered Agent

Dated: November 5, 1999