

DEC-10-98 04:11PM

FROM-SALLEY FEINBERG HAMES HINTZE PA

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T-196 P.01/06 F-087

Division of Corporations

P99000032835

Florida Department of State  
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BASIC AMENDMENT

STD CONNECT, INC.

Certificate of Status	
Certified Copy	
Page Count	04
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AMEND  
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12/14/98

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 10, 1999

STD CONNECT, INC.  
371 MENASHE COURT  
LONGWOOD, FL 32779

SUBJECT: STD CONNECT, INC.  
REF: P99000032835

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 CORPORATION SHOULD APPEAR IN THE HEADING.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H99000031522  
Letter Number: 599A00058311

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STD CONNECT, INC.

FILED  
99 DEC 10 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STD CONNECT, INC. (the "Corporation"), does hereby adopt these amended restated Articles of Incorporation pursuant to s. 607.1007 of the Florida Statutes.

ARTICLE I

NAME

The name of the Corporation is MCONN TECHNOLOGIES, INC. and the business address and location of the Corporation is 371 Menashe Court, Longwood, Florida 32779.

ARTICLE II

CORPORATE DURATION

This Corporation commenced to exist upon the filing of the original articles of incorporation on April 9, 1999. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm,

Russell P. Hintze, Esq.  
P.O. Box 3829  
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or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

#### ARTICLE IV

##### CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue 5,000,000 shares of Class A voting common stock and 5,000,000 shares of Class B nonvoting common stock, having a par value of One Cent (\$0.01) per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall not have cumulative voting rights in any election of directors of the Corporation. The holders of Class B common stock shall have no voting rights. Other than the disparity in voting rights, Class A common and Class B common stock shall be identical in every respect.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 371 Menashe Court, Longwood, Florida 32779 and the name of the registered agent of this Corporation at that address is KEVIN H. KASTNER.

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ARTICLE VI

DIRECTORS

This Corporation shall have one (1) director. However, the number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

ARTICLE VII

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Amended and Restated Articles of Incorporation, for the purpose of amending and restating the Corporation's articles of incorporation, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereto set my hand and seal this 10th day of December, 1999 .

  
KEVIN H. KASTNER  
President, STD CONNECT, INC.

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CERTIFICATE CONFIRMING SHAREHOLDER APPROVAL

I hereby certify that the number of votes cast by the shareholders for these Amended and Restated Articles of Incorporation was sufficient for their approval and hereto set my hand and seal this 10th day of December, 1999 .

  
\_\_\_\_\_  
KEVIN H. KASTNER  
President, STD CONNECT, INC.