

Division of Corporations

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P99 000035683

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DOLCEVITAVALET.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE

Katharine Harris
Secretary of State

March 6, 2000

DOLCEVITAVALET.COM, INC.
442 WARREN LANE
KEY BISCAYNE, FL 33149

SUBJECT: DOLCEVITAVALET.COM, INC.
REF: P99000035683

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.

THE OLD OR CURRENT NAME OF THE CORPORATION MUST BE IN THE HEADING OF THE AMENDED AND RESTATED ARTICLES. THE NAME IS NOT CHANGED UNTIL THIS AMENDMENT IS FILED.

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. #: H00000009938
Letter Number: 200A00012250

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

The undersigned, Dolcevitavalet.com, Inc., a Florida corporation, pursuant to sections 607.1002, 607.1003, and 607.1007 of the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

/MallValet.com, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is: 442 Warren Lane, Key Biscayne, Florida 33149.

**ARTICLE III
Purpose**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV
Capital Stock**

The total number of shares of capital stock of all classes which the Corporation shall have the authority to issue is Twenty-Five Million (25,000,000), consisting of Twenty Million (20,000,000) common shares, having a par value of \$0.01 per share ("Common Shares") and Five Million (5,000,000) preferred shares having a par value of \$0.01 per share (the "Preferred Shares").

The Board of Directors of the Corporation (the "Board of Directors") is hereby expressly authorized, subject to limitations prescribed by law and this Article IV, to provide for the issuance of Preferred Shares in one or more classes or series, and, by filing Articles of Amendment to the Articles of Incorporation pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such class or series, to fix the designations, powers, preferences, and rights of the shares of such class or series and any qualifications, limitations, or restrictions thereof; and, subject to the limitations and restrictions set forth in the Articles of Amendment or Amendments adopted by the Board of Directors originally fixing the number of shares constituting any series or class, to increase or decrease the number of shares of any such class or series subsequent to the issue of shares of that class or series, but not below the number of shares of such class or series then outstanding. In case the number of shares of any class or series of Preferred Shares shall be so decreased, the shares constituting such decrease shall resume the

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Sharon F. Greenaway, Esq.

Carlton Fields

P.O. Box 3239, Tampa, FL 33602

Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 094129

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status which they had prior to the adoption of the Amendment or Amendments to the Articles of Incorporation originally fixing the number of shares of such class or series.

Except as expressly provided in any Amendment or Amendments to the Articles of Incorporation designating any class or series of Preferred Shares pursuant to the foregoing provisions of this Article IV, shares of any class or series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise), purchased, or otherwise acquired by the Corporation, or which, if convertible or exchangeable, have been converted or exchanged for shares of stock of any other class, classes, or series, shall have the status of authorized and unissued shares of Preferred Shares and may be reissued as part of the class or series of which they were originally a part or may be reclassified and reissued as part of a new class or series of Preferred Shares to be created pursuant to the provisions of this Article IV or as part of any other class or series of Preferred Shares.

ARTICLE V

Directors

The number of directors constituting the Board of Directors of the Corporation shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

ARTICLE VI

Registered Agent and Office

The street address of the registered office of the Corporation is One Harbour Place, 777 South Harbour Island Boulevard, Tampa, Florida 33602, and the name of its registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., Attention: Richard A. Denmon.

ARTICLE VII

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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ARTICLE VIII
Amendment of Bylaws

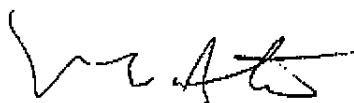
In furtherance of, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend, alter, and repeal Bylaws of the Corporation. Subject to, and in accordance with, the Florida Business Corporation Act, the Bylaws may be amended, altered, and repealed by stockholders by an affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the then-outstanding Common Shares.

ARTICLE IX
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation of the Corporation in the manner now or hereinafter proscribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or conferred herein upon shareholders or directors are granted or conferred subject to this reservation.

IN WITNESS WHEREOF, the undersigned Corporation through its Chief Executive Officer has executed these Amended and Restated Articles of Incorporation this 3rd day of March, 2000.

IMALLVALET.COM, INC.



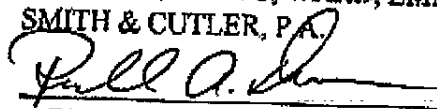
Maria E. Acosta
Chief Executive Officer

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0503 of the Florida Business Corporation Act.

Dated this 3rd day of March, 2000.

CARLTON, FIELDS, WARD, EMMANUEL,
SMITH & CUTLER, P.A.



Richard A. Denmon, Authorized Agent

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**OFFICER'S CERTIFICATE
OF
DOLCEVITAVALET.COM, INC.**

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act (the "Act"), the undersigned, DolceVitaValet.com, Inc. (the "Corporation"), a Florida corporation, certifies as follows:

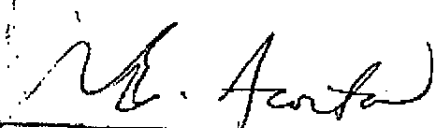
Pursuant to the unanimous action by written consent of the Corporation's board of directors (the "Board") dated effective March 3, 2000, the Board authorized the change of the Corporation's from "DolceVitaValet.com, Inc." to "MallValet.com, Inc." (the "Name Amendment"), as set forth in new Article I adopted by the Board to the Amended and Restated Articles of Incorporation. The Board is authorized to execute the Name Amendment pursuant to Section 607.1002(6) of the Act, accordingly shareholder approval is not required.

Pursuant to an action by written consent, dated effective March 3, 2000, the Board authorized the deletion of Article VI and Article VII (collectively, the "Historical Amendments") of the Corporation's Articles of Incorporation regarding the initial registered agent and the Corporation's incorporator, as provided in Section 607.1002 of the Act, and approved and adopted in a new Article III, Article IV, Article V, Article VI, Article VII Article VIII, and Article IX (collectively, the "New Amendments") to the Corporation's Articles of Incorporation.

Pursuant to an action by written consent, dated effective March 3, 2000, the sole shareholder of the Corporation approved the New Amendments.

DOLCEVITAVALET.COM, INC.,
a Florida corporation

Dated: March 3, 2000



Maria E. Acosta
Chief Executive Officer

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