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

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NOV -4 PM 12:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS 300003034823--6
DATE: 11/4/99 -11/04/99--01038--012
REF. #: 0174. 8999 *****43.75 *****43.75
CORP. NAME: The Idea Group, Inc.

- | | | |
|--|---|--|
| <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# 66689 FOR \$ 13.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials _____

G. COULLETTE NOV 04 1999

RECEIVED
99 NOV -4 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE IDEA GROUP, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act and pursuant to the Articles of Incorporation of the Corporation, all of the Shareholders and Directors of THE IDEA GROUP, INC., a Florida Corporation, hereinafter referred to as the "Corporation", did authorize on September 1, 1999, to amend and restate said Articles of Incorporation in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation is:

THE IDEA GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of two (2) classes. The maximum number of shares of stock which this Corporation shall be authorized to issue and have outstanding at any one time is:

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<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value</u>
I Common	Voting	2,000,000	\$1.00
II Common	Voting	8,000,000	\$1.00

ARTICLE V - SHAREHOLDER'S PREEMPTIVE RIGHTS

Class I Shareholders elect to have preemptive rights pursuant to Florida Statute 607.0630.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5255 Tivoli Avenue, Sarasota, Florida 34235.

ARTICLE VII - REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5255 Tivoli Avenue, Sarasota, Florida 34235 and the registered agent at such office is Kip M. Skapyak.

ARTICLE VIII - DIRECTORS

This Corporation shall have three (3) Directors. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the Board of Directors is:

John Deutsch	753 West Honeysuckle Drive Chandler, Arizona 85248
Brad Skapyak	c/o Dreyfus 200 Park Avenue, 7th Floor New York, New York 10166
Kip M. Skapyak	5255 Tivoli Avenue Sarasota, Florida 34235

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of

Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 607 of the Florida Statutes, the undersigned, constituting the President and Secretary of this Corporation, have executed these Amended and Restated Articles of Incorporation on this 26 day of October, 1999.

THE IDEA GROUP, INC.

By


Kip M. Skapyak, President & Secretary

Having been named as Registered Agent and to accept service of process for THE IDEA GROUP, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

October 26, 1999


Kip M. Skapyak, Registered Agent