

P99000041235



THE UNITED STATES  
CORPORATION  
C O M P A N Y

P.O. Box 5828  
Tallahassee, FL 32314  
(800) 342-8086

(Requestor's Name)

1201 Hays Street

(Address)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

CIS Contact:

Anna Dunlop

Account No.: 072100000032

Reference : W/O# 305622

Authorization: Patricia Puyitt

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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C. COULLETTE JUL 16 1999  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 15, 1999

CSC

TALLAHASSEE, FL

SUBJECT: MVP.COM, INC.  
Ref. Number: P99000041235

**RESUBMIT**  
Please give original  
submission date as file date.

*Joel E Marks*  
*Director*

We have received your document for MVP.COM, 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 name of the person signing the document must be typed or printed beneath or opposite the signature.

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: 799A00036459

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE RELATED TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MVP.com, INC.**

99 JUL 15 PM 1:34  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**MVP.com, Inc.**, a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies as follows:

1. The name of the Corporation is MVP.com, Inc.
2. These Amended and Restated Articles of Incorporation supersede the Corporation's Articles of Amendment to the Articles of Incorporation filed with the Florida Department of State on June 22, 1999, and, pursuant to Section 607.1005 of the Florida Business Corporation Act (the "Act"), the amendments contained herein do not require shareholder approval.
3. Each of the amendments contained in these Amended and Restated Articles of Incorporation was approved on July 12, 1999 by the Corporation's Board of Directors pursuant to Section 607.1005 of the Act.
4. The text of the Corporation's Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE I  
NAME**

The name of the corporation is MVP.com, Inc. (the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432.

**ARTICLE III**

The name and street address of the Corporation's registered agent is:

Charles E. Scarlett  
980 North Federal Highway  
Suite 210  
Boca Raton, Florida 33432

## ARTICLE IV CAPITAL STOCK

4.1 Authorized Classes of Stock. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 55,000,000 shares, consisting of 50,000,000 shares of common stock, \$0.01 par value (herein called the "Common Stock"), and 5,000,000 shares of preferred stock, \$0.10 par value (herein called the "Preferred Stock"). Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock, and the holder thereof shall not be liable for any further payment thereon.

4.2 Common Stock. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges:

(a) Dividends and Distributions. When and as dividends or other distributions are declared upon the Common Stock, whether payable in cash, in property, or in shares of stock of the Corporation, the holders of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions. In the event of any dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, and the payment of any liquidation preference with respect to any other class of capital stock of the Corporation that has a liquidation preference over the Common Stock, the remaining assets and funds of the Corporation shall be divided among and paid ratably to the holders of the Common Stock.

(b) Voting Rights. Each holder of Common Stock shall be entitled to one vote per share on any and all matters required to be (or otherwise) submitted for a vote or consent by holders of Common Stock.

4.3 Preferred Stock. Subject to the provisions of this ARTICLE IV, and these Articles of Incorporation, shares of Preferred Stock may be issued from time to time in one or more series as may be determined by the Board of Directors. The Board of Directors is authorized to determine or alter the designations, voting powers, preferences, and relative, participating, optional, or other special rights, and the qualifications, limitations, and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of a series of Preferred Stock, including, but not limited to: (a) the distinctive designation of each series and the number of shares that will constitute such series (except that any decrease in the number of shares constituting such series shall not be below the number of shares of such series then outstanding); (b) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple votes per share; (c) the dividend rate, if any dividends are to be paid, on the shares of any such series, any restrictions, limitations, or conditions upon the payment of such dividends, whether such dividends shall be cumulative, and the dates on

which such dividends are payable; (d) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (e) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (f) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; and (g) the prices or rates of conversion or exchange at which, and the terms and conditions on which, the shares are convertible into or exchangeable for other capital stock of the Corporation, if such shares are convertible or exchangeable.

## ARTICLE V AMENDMENTS

5.1 General. Subject to Section 5.2, the Corporation reserves the right at any time and from time to time to amend, alter, change, or repeal any provision contained in these Articles of Incorporation; other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of whatsoever nature conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

5.2 Required Shareholder Approval. These Articles of Incorporation shall not hereafter be amended without the consent of the holders of at least two-thirds (2/3) of the outstanding shares of Common Stock.

## ARTICLE VI BOARD OF DIRECTORS

6.1 General Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors. The exact number of directors shall be fixed from time to time, within any maximum and minimum limitations specified within the Corporation's Bylaws, by resolution of the Board of Directors.

6.2 Election. The directors shall be elected at each annual meeting of shareholders to hold office until their respective successors, if there are to be any, have been duly elected and qualified. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

6.3 Special Matters. Notwithstanding the foregoing, whenever the holders of one or more classes or series of Preferred Stock shall have the right, voting separately as a class or series, to elect directors, the election, term of office, filling of vacancies, removal, and other features of such directorships shall be governed by the terms of the resolution or resolutions adopted by the Board of Directors pursuant to ARTICLE IV applicable thereto,

and each director so elected shall not be subject to the provisions of this ARTICLE VI unless otherwise provided therein.

## ARTICLE VII INDEMNIFICATION

7.1 Scope of Authority. The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under Section 607.0850 of the Florida Business Corporation Act, or any successor provision of such Act (the "Indemnity Section"), the Corporation is permitted or empowered to make such indemnification. The Corporation may, in the sole discretion of the Board of Directors, indemnify any other person who may be indemnified pursuant to the Indemnity Section to the extent the Board of Directors deems advisable, as permitted by the Indemnity Section. The Corporation shall promptly make or cause to be made any determination required to be made pursuant to the Indemnity Section.

7.2 Limitation on Certain Personal Liability. No person shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) under the Indemnity Section of the Florida Business Corporation Act; or (d) for any transaction from which the director derived an improper personal benefit.

## ARTICLE VIII PREEMPTIVE RIGHTS

8.1 General. If the Corporation proposes to sell for cash, or a promissory note or other indebtedness, any of its authorized but previously unissued shares of Common Stock, the holders of record of shares of Common Stock shall have the preemptive right to acquire such shares proposed for sale by the Corporation, as nearly as practicable without requiring the issuance of any fractional shares, in proportion to their respective holdings of shares of Common Stock on the record date fixed by the Corporation therefor. The record date shall be fixed by the Board of Directors in accordance with applicable provisions of the Florida Business Corporation Act. The shareholders entitled to the preemptive right shall be provided written notice thereof, either by hand delivery or by first class U. S. Mail, postage prepaid, addressed to each shareholder at its address reflected on the records of the Corporation. The written notice shall set forth the time within which (which shall be at least fourteen (14) days from the date of hand delivery or mailing of the written notice as provided above), and the terms and conditions upon which, the preemptive right must be exercised.

8.2 Extinguishing of Rights. All preemptive rights shall be extinguished forever upon the first to occur of the following:

(a) The issuance of shares of Common Stock in a public offering underwritten for the Corporation (whether on a firm commitment or a best efforts basis) by an investment banking firm that is registered as a broker-dealer under the Securities Exchange Act of 1934, as amended, and is a member of the National Association of Securities Dealers, Inc.; or

(b) Any event which causes the Corporation to be subject to the reporting requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, as amended, or any succeeding provision.

8.3 Limitations on Rights. Notwithstanding the foregoing provisions, no shareholder shall have any preemptive right in the event of any of the following:

(a) The issuance of shares of Common Stock as a stock dividend;

(b) The issuance of shares of Common Stock to effect a merger, consolidation, acquisition, or other business combination involving the Corporation in a transaction that has been approved by the shareholders of the Corporation;

(c) The issuance to employees (including officers), other personnel, consultants or agents of the Corporation, in connection with their past or contemplated provision of services to the Corporation, of (i) up to an aggregate maximum of 250,000 shares of Common Stock pursuant to any employee stock option, stock purchase, or other incentive compensation plan or program of the Corporation that has been approved and adopted by a majority of the members of the Board of Directors of the Corporation, or (ii) any number of shares in excess of the above aggregate maximum if pursuant to an employee stock option, stock purchase, or other incentive compensation plan or program that has been approved and adopted by both the Board of Directors and the shareholders of the Corporation;

(d) The issuance of shares of Common Stock in a transaction with respect to which the holders of at least two thirds (2/3) of the shares of Common Stock who are otherwise entitled to preemptive rights have waived their preemptive rights by affirmative vote or written consent;

(e) The issuance of shares of Common Stock that have been offered to shareholders to satisfy their preemptive rights but were not purchased by such shareholders in accordance with the offer, provided that such issuance shall be at a price not less than the price (and for a type of consideration not different from the type of consideration) at and for which the shares were offered to such shareholders to satisfy their preemptive rights;

(f) The issuance of shares of Common Stock under a plan of reorganization of the Corporation approved in a proceeding under any applicable law of the United States of America relating to the reorganization of corporations; and

(g) The issuance of shares of Common Stock in a public offering underwritten for the Corporation by an investment banking firm that is registered as a broker-dealer under the Securities Exchange Act of 1934, as amended, and is a member of the National Association of Securities Dealers, Inc.

## ARTICLE IX SPECIAL MEETINGS OF SHAREHOLDERS

A special meeting of shareholders of one or more classes or series of the Corporation's shares shall be called by the Corporation upon the written request of the holders of shares representing thirty percent (30%) or more of the votes entitled to be cast on each issue proposed to be considered at the special meeting.

## ARTICLE X SHAREHOLDER ACTION WITHOUT A MEETING

Section 10.1 Written Consent. Any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the actions so taken, shall be signed by holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. The action shall be evidenced by one or more written consents describing the action taken, dated and signed by shareholders entitled to take action without a meeting and delivered to the Corporation within sixty (60) days of the date of the earliest dated consent for inclusion in the Corporation's minute book.

Section 10.2 Material to be Furnished. No written consent signed pursuant to Section 10.1 shall be valid unless (a) each consenting shareholder has been furnished the same material that, under the Act, would have been required to be sent to shareholders in the notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights as provided in Section 607.1320 of the Act; or (b) the written consent contains an express waiver of the right to receive the material otherwise required to be furnished.

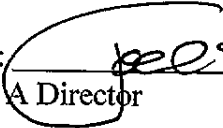
Section 10.3 Notice to Non-Participating Shareholders. If action is taken pursuant to this Article X by less than all of the shareholders entitled to vote on the action, all shareholders on the record date otherwise entitled to vote who did not participate in taking the action shall be given written notice of the material features of the action, together with the



material described in Section 10.2(a), not more than ten (10) days after the Corporation's receipt of the written consent authorizing such action.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of this 13th day of July, 1999.

**MVP.COM, INC.**

By:  \_\_\_\_\_ JOEL E. MARKS  
A Director