

**DSC**  
**THE UNITED STATES CORPORATION COMPANY**

99000041932

ACCOUNT NO. : 072100000032

REFERENCE : 835139 4336650

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 35.00

FILED  
SEP 19 PM 4:32  
TALLAHASSEE, FLORIDA

ORDER DATE : September 19, 2000

ORDER TIME : 2:51 PM

ORDER NO. : 835139-015

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan  
Baker & Mckenzie  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

*Amended &  
Restated  
Articles*

RECEIVED  
00 SEP 19 PM 4:01  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: WEBGENIUS.COM, INC.

900003398539--2

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

\*\*\*FILE 3RD\*\*\*

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: *ADR*

*402250, 80721, 80672* *9/25/00*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

September 20, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: WEB GENIUS CORP.  
Ref. Number: P99000084399

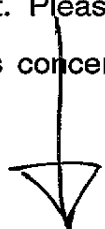
We have received your document for WEB GENIUS CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 700A00049694



Physicians Imaging  
Network, Inc.'s name  
is being changed  
the merger to  
WebGenius.com, Inc.

RECEIVED  
00 SEP 25 AM 9:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 SEP 19 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**(Original Articles of Incorporation  
filed with the Secretary of State of  
the State of Florida on  
May 3, 1999)**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

**ARTICLE 1**

**NAME**

The name of the corporation (the "Corporation") shall be: **WEBGENIUS.COM, INC.**

**ARTICLE 2**

**PURPOSE**

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

**ARTICLE 3**

**PRINCIPAL OFFICE; REGISTERED OFFICE**

The address of the principal office of the Corporation and the mailing address of the Corporation is 12000 Biscayne Boulevard, Suite 201, Miami, Florida 33181. The address of the registered office is 12000 Biscayne Boulevard, Suite 201, Miami, Florida 33181.

#### **ARTICLE 4**

#### **CAPITAL STOCK**

The total number of shares of stock the Corporation shall have authority to issue 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock").

#### **ARTICLE 5**

#### **BOARD OF DIRECTORS**

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the director of this Corporation is:

Peter Stein  
12000 Biscayne Boulevard, Suite 201  
Miami, Florida 33181

#### **ARTICLE 6**

#### **LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE 7**

#### **INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE 8**

**BY-LAWS**

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

**ARTICLE 9**

**AMENDMENT**

This Corporation reserves the rights to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on September 5<sup>th</sup>, 2000.

**WEBGENIUS.COM, INC.**

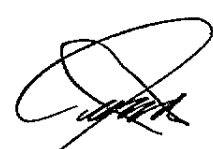
By: 

Peter J. Stein

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Dated this 5<sup>th</sup> day of September, 2000

  
Peter J. Stein

**CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WEBGENIUS.COM, INC.**

WEBGENIUS.COM, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is WEBGENIUS.COM, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for: (i) the increment of the number of authorized shares of common stock from 1,000 shares to 100,000,000 shares; and (ii) the change of the par value of each share of common stock from \$.01 to \$.001 par value per share.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. The Corporation currently does not have any shares issued and outstanding. Therefore, the Restated Articles were unanimously adopted and approved by the written consent of the sole director dated September 15<sup>th</sup> 2000, the number of votes cast being sufficient for approval.

15<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed this Certificate as of September 15<sup>th</sup> 2000.

**WEBGENIUS.COM, INC.**

By: \_\_\_\_\_

Name: Peter Stein

Title: President