

Division of Corporations

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## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

HOBBY RAT.COM, INC.

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
HOBBY RAT.COM, INC.**

**FILED**  
00 MAR 30 AM 11:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

I, J. Brent McDaniel, as President of Hobby Rat.com, Inc., hereby certify as follows:

1. The attached Amended and Restated Articles of Incorporation of Hobby Rat.com, Inc. (the "Restated Articles") contain amendments that required stockholder approval.

2. The Restated Articles were duly approved and adopted by the unanimous written consent of both the Board of Directors and shareholders of Hobby Rat.com, Inc. on March 29, 2000.

  
J. Brent McDaniel, President

STATE OF FLORIDA

COUNTY OF

Pinellas

) SS:


The foregoing instrument was acknowledged before me this 29 day of March, 2000, by J. Brent McDaniel as President for Hobby Rat.com, Inc.

Personally Known \_\_\_\_\_ OR Produced Identification X

Type of Identification Produced FL DL H235462562190



Geraldine M. Burke  
My Commission CC603027  
Expires February 20, 2003

  
Notary Public  
State of Florida at Large

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Paul R. Lynch, Esquire  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Boulevard, Suite 2800  
Tampa, FL 33602  
(813)229-7600  
Florida Bar No. 0855685

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOBBY RAT.COM, INC.  
\*\*\*\*\***

Hobby Rat.com, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), hereby adopts these Amended and Restated Articles of Incorporation which amend and accurately restate and integrate the original Articles of Incorporation filed on May 18, 1999, as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by unanimous joint written consent of the Corporation's shareholder and Board of Directors dated March 29, 2000. The shareholder's unanimous written consent to the amendment was sufficient for approval of the amendments.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

**FIRST.** The name of the corporation is Hobby Rat.com, Inc. (the "Corporation").

**SECOND.** The address of the registered office of the Corporation in the State of Florida is 639 Cleveland Street, Suite 310, Clearwater, Florida 33755. The name of its registered agent at such address is Raymond P. Cassano.

**THIRD.** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA").

**FOURTH.** The total number of shares of capital stock which the Corporation shall have authority to issue is 30,000,000 shares, consisting of (i) 20,000,000 shares of common stock with a par value of one thousandth of one cent (\$0.001) per share ("Common Stock") and (ii) 10,000,000 shares of preferred stock with a par value of one thousandth of one cent (\$0.001) per share ("Preferred Stock"). The Board of Directors is expressly authorized, at any time and from time to time, to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock or any series of

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any class of Preferred Stock subject to the terms contained in any prior designation of a series of Preferred Stock of the Corporation;

- (1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;
- (2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- (3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;
- (4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
- (5) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- (7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;
- (8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

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(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

**FIFTH.** The Corporation shall have perpetual existence.

**SIXTH.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

**SEVENTH.** The Corporation shall, to the full extent permitted by Section 607.0850 of the FBCA, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Section 7 shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the By-laws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.

**THE UNDERSIGNED**, being the President of the Corporation, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly he has hereunto set his hand this 29<sup>th</sup> day of March, 2000.



Y. Brent McDaniel,  
President

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