

# P99000047933

Florida Department of State  
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## BASIC AMENDMENT

TELEINSIGHT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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*Amended & Restated  
Articles*

1-13-00

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TELEINSIGHT, INC.**

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The Articles of Incorporation of TeleInsight, Inc. (the "Corporation"), originally filed with the Secretary of State of Florida on May 24, 1999, effective as of May 18, 1999, are hereby amended and restated in their entirety as set forth below. Pursuant to Section 607.1007 of the Florida Statutes, these Amended and Restated Articles of Incorporation were authorized by the Corporation's Sole Director and the Shareholders on January 12, 2000.

**ARTICLE I  
NAME**

The name of the corporation is TeleInsight, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 120 Steeple Chase Circle, Suite 202, Sanford, Florida 32771.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is ten thousand (10,000) shares of common stock, at a \$.001 par value (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 120 Steeple Chase Circle, Suite 202, Sanford, Florida 32771. The name of the Corporation's registered agent at that office is Mr. Raymond Raud.

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**ARTICLE V**  
**DIRECTORS**

The number of directors shall be as specified in the By-Laws, but shall never be less than one (1).

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law, and may advance expenses to its officers and directors to the full extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12th day of January, 2000.



Chairman of the Board of Directors

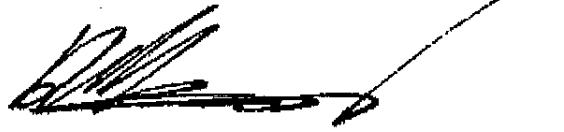
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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607 0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of TeleInsight, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 12th day of January, 2000.



Raymond Raud