



P99000056578

ACCOUNT NO. : 072100000032

REFERENCE : 478832 4372512

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
02 MAR 19 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 18, 2002

ORDER TIME : 10:54 AM

ORDER NO. : 478832-005

CUSTOMER NO: 4372512

4000005124604-1-0

CUSTOMER: Gregg E. Jaclin, Esq  
Anslow & Jaclin, Llp  
Freehold Executive Center  
4400 Route 9 South, 2nd Floor,  
Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: HIPSTYLE.COM, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 MAR 19 PM 12:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. Coullotte MAR 20 2002





FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 19, 2002

CSC  
ATTN: NORMA  
TALLAHASSEE, FL

SUBJECT: HIPSTYLE.COM, INC.  
Ref. Number: P99000056578

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
02 MAR 20 PM 4:45

We have received your document for HIPSTYLE.COM, INC. 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:

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 902A00016455



AMENDED AND RESTATED  
ARTICLES  
OF  
INCORPORATION  
OF  
HIPSTYLE.COM, INC.

FILED  
02 MAR 19 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. Name  
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The name of the corporation shall be Security Intelligence Technologies, Inc. (the "Corporation").

Article II. Address  
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The mailing address of the Corporation is:

701 Brickell Avenue  
Suite 3120  
Miami, Florida 33131

Article III. Registered Agent  
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The name and address of the registered agent of the Corporation is:

Corporate Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

Article IV. Board of Directors  
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The name of each member of the Corporation's Board of Directors is:

Rebecca J. Farkas  
Michelle Brock

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the ByLaws of the Corporation. The election of directors shall be done in accordance with the ByLaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.



## Article V. Capital Stock

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(a) The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (a) one hundred million (100,000,000) shares of common stock, par value \$.0001 per share and (b) ten million (10,000,000) shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

(b) Shares of Preferred Stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation, each of which series shall consist of such number of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of Preferred Stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

## Article VI. Incorporator

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The name and address of the incorporator is:

Corporate Creations International, Inc.  
941 Fourth Street #200  
Miami, Florida 33139

## Article VII. Corporate Existence

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The corporate existence of the Corporation began on June 22, 1999.

The undersigned incorporator executed these Articles of Incorporation on June 22, 1999.

Corporate Creations International, Inc.

## Article VIII. No Preemptive Rights

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No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

#### Article IX. Corporate Purpose

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The purposes for which the Corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

#### Article X. Duration

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The duration of the Corporation shall be perpetual.

#### Article XI. Indemnification

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The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed this 18th day of March, 2002



The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval *on March 18, 2002.*

Signature: *Rebecca J. Farkas*  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

REBECCA FARKAS  
Typed or printed name

PRESIDENT/DIRECTOR  
Title



*Acceptance of Registered Agent  
for Security Intelligence Technologies, Inc.*

*Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

Registered Agent:

**Brian Courtney**  
Asst. V. Pres.

Date:

3-19-02