

P99000064693

Holland & Knight LLP
 Requestor's Name
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 Address
 Tallahassee, Fl. 32301 425-5686
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THE Green, Com, Inc (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

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 DIVISION OF CORPORATE AFFAIRS
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G. COULLIETTE APR 13 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 11, 2000

HOLLAND & KNIGHT LLP

TALLAHASSEE, FL

SUBJECT: THEGREEN.COM, INC.
Ref. Number: P99000064693

We have received your document for THEGREEN.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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's 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: 500A00019784

*Corrected 4/13
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

In accordance with Sections 607.1003, 607.1006 and 607.1007, Florida Statutes, TheGreen.Com, Inc., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety the Corporation's Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the Corporation is TheGreen.Com, Inc.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the Corporation is:

3545-1 St. Johns Bluff Road South, PMB 326
Jacksonville, Florida 32224

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on July 21, 1999.

ARTICLE IV. DURATION

The Corporation will exist perpetually.

ARTICLE V. PURPOSE

The general purposes for which the Corporation has been organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE VI. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares of common stock, \$.01 par value per share ("Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Common Stock of the Corporation.

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A. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting.

B. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

C. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the Corporation names Intrastate Registered Agent Corporation as the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one.

The names of the initial directors are:

Alberto I. Lowinger
Michael James Windham
Michael A. Coyne

ARTICLE IX. INDEMNIFICATION

A. The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

B. The Corporation, by action of the Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of the Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such

person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph B shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

Following the recommendation, submission to the Corporation's sole shareholder by the Board of Directors, this Amended and Restated Articles of Incorporation was approved by the Corporation's sole shareholder. The number of votes cast were sufficient for approval.

The date of the adoption of the amendments contained herein is February 29, 2000.

IN WITNESS WHEREOF, the undersigned, in his capacity as a duly authorized officer of the Corporation, has executed these Amended and Restated Articles of Incorporation this 29 day of February, 2000.



Alberto I. Lowinger, President

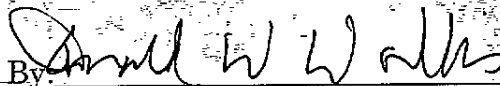
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ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

Dated: February 29, 2000

By: 
Donald W. Wallis, Vice President