

P99000065/89

LAW OFFICES OF  
RICHARD M. KNELLINGER, P. A.

RICHARD M. KNELLINGER  
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305 NATIONS BANK BUILDING  
2815 NORTHWEST THIRTEENTH STREET  
GAINESVILLE, FLORIDA 32609-2889

May 10, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

500003248065--4  
-05/11/00-01049-009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: NOAHSAYS, INC

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Amended and Restated Articles of Incorporation; and
2. Our check in the amount of \$35.00.

FILED  
00 JUL 24 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the Certificate and a copy of the Amended and Restated Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,

*/s/ Richard M. Knellinger*  
(signed in his absence to avoid delay)

Richard M. "Rick" Knellinger

RMK:cd  
Enclosures 2  
cc: Client

*Astart*  
T. LEWIS JUL 25 2000

LAW OFFICES OF  
**RICHARD M. KNELLINGER, P. A.**

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305 NATIONS BANK BUILDING  
2815 NORTHWEST THIRTEENTH STREET  
GAINESVILLE, FLORIDA 32609-2889

July 21, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

ATTENTION: THELMA LEWIS

Re: NOAHSAYS, INC  
Ref. Number: P99000065189

Dear Ms. Lewis:

Pursuant to your letter of May 24, 2000, enclosed are the following in connection with the above-referenced corporation:

1. Minutes of Special Meeting of the Board of Directors of Noahsays, Inc.; and
2. Minutes of Special Meeting of Shareholders of Noahsays, Inc.

Our check for \$35.00 was sent with the original Amended and Restated Articles of Incorporation. Please contact our office at your earliest convenience if anything further is required. Thank you for your assistance in this matter.

Sincerely,



Richard M. "Rick" Knellinger

RMK:cd  
Enclosures 2  
cc: Noah Rubin



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

May 24, 2000

**RICHARD M. KNELLINGER, ESQ.**  
305 NATIONS BANK BUILDING  
2815 NORTHWEST THIRTEENTH STREET  
GAINESVILLE, FL 32609-2889

**SUBJECT: NOAHSAYS, INC.**  
Ref. Number: P99000065189

We have received your document for NOAHSAYS, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

**Thelma Lewis**  
Corporate Specialist Supervisor

Letter Number: 300A00029519

RECEIVED  
00 JUL 24 AM 11:51  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*(No check enclosed)*  
cf

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS  
OF  
NOAHSAYS, INC.

FILED  
00 JUL 24 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A special meeting of the shareholders of NOAHSAYS, INC., a Florida corporation, was held at 2815 N.W. 13th Street, Gainesville, Florida 32609-2865, on the 2nd of May, 2000, at 4:00 p.m.

All of the shareholders being present, the meeting was called to order by Noah Rubin, the Chairman of the meeting. The Chairman advised that the meeting was called to approve and adopt the following Restatement of Articles.

WHEREAS, it is deemed to be desirable and in the best interest of the Corporation and its shareholders that Its Articles of Incorporation be restated; now therefore, be it:

RESOLVED, that the Articles of NOAHSAYS, INC., be restated to integrate into one document the original Articles of Incorporation as heretofore amended and to read as follows:

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

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I**

The name of the Corporation is **NOAHSAYS, INC..**

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General

Corporation Act.

#### ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is twenty five million (25,000,000). Such shares shall be of a single class, and shall have a par value of one cent (\$.01) per share.

#### ARTICLE V

The street address of the initial registered office of the corporation is: 801 Meadows Road #109, Boca Raton, FL 33486 and the name of its initial registered agent at such address is: NOAH RUBIN.

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as the sole member of the initial board of directors is: NOAH RUBIN.

#### ARTICLE VII

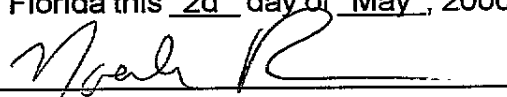
The name and address of the incorporator is:

Noah Rubin  
801 Meadows Road #109  
Boca Raton, FL 33486

The address of the principal place of business is:

801 Meadows Road #109  
Boca Raton, FL 33486

Executed by the undersigned at Gainesville, Florida this 2d day of May, 2000.

  
\_\_\_\_\_  
NOAH RUBIN

**ACCEPTANCE AS REGISTERED AGENT**

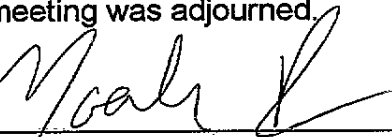
I, NOAH RUBIN, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.

  
\_\_\_\_\_  
NOAH RUBIN

**Adjournment**

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: May 2<sup>nd</sup>, 2000

  
\_\_\_\_\_  
Noah Rubin, Secretary