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Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
PITCHTHIS.COM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

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Articles

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2000

PITCHTHIS.COM, INC.
5433 SWEETWATER TERR. CIRCLE
TAMPA, FL 33634

SUBJECT: PITCHTHIS.COM, INC.
REF: P99000072571

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Darlene Connell
Corporate Specialist

FAX And. #: H00000034472
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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 2000

PITCHTHIS.COM, INC.
5433 SWEETWATER TERR. CIRCLE
TAMPA, FL 33634

SUBJECT: PITCHTHIS.COM, INC.
REF: P99000072571

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If you are amending and restating the articles, the document should be titled amended and restated articles and not articles of amendment. It should also contain the date of adoption by the shareholders.

The initial registered agent was Gary Lyons. If the agent is changing please remove the word initial. The new agent must sign accepting the designation and state that he is familiar with the duties and obligations of the position.

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) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H00000034472
Letter Number: 400A00036653

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**AMENDMENT & RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF PITCHTHIS.COM, INC.**

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007, Florida Statutes, the undersigned being the President of **PitchThis.com, Inc.**, does hereby adopt the following amendment to the Articles of Incorporation of **PitchThis.com, Inc.** and does hereby certify as follows:

1. The name of the corporation is **PitchThis.com, Inc.**
2. Pursuant to a unanimous vote of the Shareholders and Board of Directors on June 26, 2000, the Articles of Incorporation are Amended and Restated as follows:

**ARTICLES OF INCORPORATION
OF
PITCHTHIS.COM, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation is **PitchThis.com, Inc.**, and the principal place of business will be 8313 West Hillsborough Avenue, Suite 220, Tampa, FL 33615.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence commenced on the August 13, 1999.

C. A. Moore, Esq., #147450
Macfarlane, Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, FL 33602
(813) 273-4200

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TALLAHASSEE, FLORIDA

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ARTICLE III**BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV**AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 20,000,000 shares of capital stock, all of which shares shall be common shares with a par value of \$.01 and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

ARTICLE V**REGISTERED OFFICE**

The street address of the registered office of the Corporation is 625 Court Street, Clearwater, Florida 33756, and the name of the registered agent at that address is James A. Martin, Jr., Esq.

ARTICLE VI**OFFICERS**

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

C. A. Moore, Esq., #147450
Macfarlane, Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, FL 33602
(813) 273-4200

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- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator:

G. F. Dustyn Wayman
5433 Sweetwater Terr. Circle
Tampa, FL 33634

ARTICLE VIII

INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

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(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, as amended, would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties' constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes, as amended, would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

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(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE IX

MISCELLANEOUS

A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of June, 2000.



Beryl Coder, President
PitchThis.com, Inc.

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MACFARLANE FERGUSON

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of **PITCHTHIS.COM, INC.** in its Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


JAMES A. MARTIN, JR.
Registered Agent

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