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BASIC AMENDMENT
THESCIENTIFICWORLD, INC.

Certificate of Status	1
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Restated Articles
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**RESTATED ARTICLES OF INCORPORATION
OF
TheScientificWorld, Inc.**

These Restated Articles of Incorporation of TheScientificWorld, Inc. contain an amendment increasing the number of previously authorized shares of Common Stock and Preferred Stock. Shareholder approval was required and obtained for such amendment and the text of such amendment was adopted by unanimous written consent of the shareholders on October 27, 1999.

**Article I
Name**

The name of the corporation is TheScientificWorld, Inc.

**Article II
Duration**

The corporation shall have perpetual existence.

**Article III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of the corporation shall be: 1901 South Congress Avenue, Suite 270, Boynton Beach, Florida 33426.

**Article V
Capital Stock**

The total number of shares of stock which the Corporation shall have authority to issue is 100,000,000 shares, of which 50,000,000 shares shall be Common Stock having a par value of \$.001 per share (the "Common Stock") and 50,000,000 shares shall be Preferred Stock having a par value of \$.001 per share (the "Preferred Stock").

(1) Dividends, Combinations, Subdivisions and Mergers. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, holders of Common Stock shall be entitled to receive such dividends

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and distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(2) Rights on Liquidation. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of the Common Stock. For purposes of this paragraph, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding up of the Corporation.

(3) Voting. Subject to the voting powers, if any, granted to the holders of any series of Preferred Stock, and except as otherwise required by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes and each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

(4) Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such

adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

(5) Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

(7) No Preemptive Rights. The holders of shares of Common Stock or Preferred Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1901 South Congress Avenue, Suite 270, Boynton Beach, Florida 33426 and the name of the initial registered agent of the corporation at that address is Jeffrey Hillier.

Article VII
Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Jeffrey Hillier
1901 South Congress Avenue
Suite 270
Boynton Beach, FL 33426

Eric Tomlinson
1901 South Congress Avenue
Suite 270
Boynton Beach, FL 33426

Article VIII
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has

ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X
Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article XI
Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Article XII
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIV
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 27th day of October, 1999.



Jeffrey Hillier, President and C.E.O.

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