

Sunstate Research
Requester's Name
P990000082092
Add
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Conectadas Inc. Amended & Restated
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #) 200003127772--4
-02/09/00--01061--026
*****8.75 *****8.75
4. _____ (Corporation Name) (Document #) 200003127772--4
-02/08/00--01099--011
*****35.00 *****35.00

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment Restated
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
00 FEB -8 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 00624, 00672

Examiner's Initials

AOR

2/9/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2000

Sunstate Research Assoc.
143 W. Whetherbine Way
Tallahassee, FL 32301

SUBJECT: CONECTADAS, INC.
Ref. Number: P99000082092

*Corrected
Please file date
2/8/00
Thank you*

We have received your document for CONECTADAS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 800A00006401

RECEIVED
00FEB-9 AM 11:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
00 FEB -8 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conectadas, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 607.1007 of the Florida Business Corporation Act, that:

1. The name of the corporation is Conectadas, Inc. (the "Corporation")
2. The Amended and Restated Articles of Incorporation of the Corporation restate and amend the Articles of Incorporation of the Corporation. The Amended and Restated Articles of Incorporation were adopted by the shareholders of the Corporation by unanimous consent action dated January 27, 2000 pursuant to Section 607.0704 of the Florida Business Corporation Act, and by the Board of Directors of the Corporation by unanimous consent action dated January 27, 2000 pursuant to Section 607.0821 of the Florida Business Corporation Act.
3. The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

ARTICLE I - NAME

The name of this corporation is CONECTADAS, INC., and its address is 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on September 13, 1999, unless dissolved according to law.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 120,000,000, consisting of (i) 100,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"), and (ii) 20,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), issued in one or more series as hereinafter provided.

A. Common Stock.

1. Voting Rights. Except as otherwise provided by law, each share of Common Stock shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of shareholders of the Corporation.

2. Dividends and Distributions. Subject to the express terms of the Preferred Stock outstanding from time to time, the holders of Common Stock shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

B. Preferred Stock.

Subject to the terms contained in any designation of a series of Preferred Stock, the Board of Directors is expressly authorized, at any time and from time to time, to issue Preferred Stock in one or more classes and/or series, and for such consideration as the Board of Directors may determine and to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock of the Corporation or any series of any class of Preferred Stock:

1. the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

2. whether the shares or such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights;

3. the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative and if interest thereon shall be payable and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation such dividends shall bear to the dividends payable on any shares of

stock of any class or other series of the same class;

4. whether the shares of such class or series shall be subject to redemption by the Corporation and, if so, prices and other conditions of such redemption;

5. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

6. whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

7. whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

8. the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares or stock of any class or any other series of the same class;

9. the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

10. the ranking (be it *pari passu*, junior or senior) of each class of series vis-à-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

11. any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of this Amended and Restated Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions

thereof, if any may differ from those of any and all other series at any time outstanding.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the registered agent of this corporation is Rossz Fiu Corporation, and its address is 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than three (3). The names and addresses of those persons who are currently directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lynn H. Roberts	200 South Biscayne Boulevard, 20th Floor Miami, Florida 33131
Monique H. Skruzny	200 South Biscayne Boulevard, 20th Floor Miami, Florida 33131
Josephine Cicchetti	200 South Biscayne Boulevard, 20th Floor Miami, Florida 33131
Jan Carson Cheezem	200 South Biscayne Boulevard, 20th Floor Miami, Florida 33131

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the directors reasonably believed are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX - INCORPORATION

The name of the person incorporating the original Articles of Incorporation is Lynn H. Roberts, and her address is 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE X - AMENDMENT OR REPEAL

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

ARTICLE XI - SHAREHOLDER ACTIONS

The Shareholders agree that they will not take any action otherwise permitted to be taken pursuant to Section 607.1003(6) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 27th day of January, 2000.

CONECTADAS, INC.

By: 
Lynn H. Roberts
President and Chief Executive Officer