

P99000086689

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

99 DEC -6 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1- GRIPES2SOLUTIONS.COM INC

2-

3-

4-

Amended &
Restated

RECEIVED
99 DEC -3 AM 11:50
TALLAHASSEE, FLORIDA

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input 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

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-12/03/99--01046--012
*****78.75 *****78.75

700789, 00579, 00664, 00672

Examiner's Initials

12/7/99

12-7-99

12-7-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 3, 1999

Attorneys' Title
660 E. Jefferson St.
Tallahassee, FL 32301

SUBJECT: GRIPES2SOLUTIONS, INC.
Ref. Number: P99000086689

We have received your document for GRIPES2SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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

Annette Ramsey
Corporate Specialist

Letter Number: 899A00057236

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CONF - 6
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DEC 3 3 1999

AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****Gripes2Solutions, Inc.**

The undersigned, being the sole incorporator of the Corporation, by virtue of the assignment from the original incorporator, which assignment is attached hereto and marked Exhibit "A", and the undersigned hereby certifies that these Amended and Restated Articles of Incorporation was adopted by the Board of Directors and does not contain any amendment requiring shareholder approval, hereby amends and restates the Articles of Incorporation of Gripes2Solutions, Inc., a Florida corporation, which original Articles of Incorporation were filed with the Secretary of State, State of Florida on September 30, 1999 as follows:

ARTICLE I - NAME

The name of the Corporation shall be **gripes2solutions.com, Inc.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be The Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the registered office of the Corporation shall be 1404 Corner Oaks Drive, Brandon, Florida 33510.

Section 2. The name of the registered agent of the Corporation located at said address shall be SHERYL NICHOLSON.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any time is 20,000,000 shares of common stock having a par value of \$.001 per share. The Corporation is not authorized to issue fractional shares of its common stock. The consideration to be paid for each share of capital stock shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the Corporation; including, but not limited to cash, promissory notes, services performed, other securities of the Corporation or promises to perform services for the Corporation that are evidenced by a written contract with a value, in the judgment of the Board of Directors, is adequate.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. After the filing of these Amended and Restated Articles of Incorporation, the Board of Directors of the Corporation shall be comprised of five individuals whose names and addresses are as follows:

Name

Address

SHERYL NICHOLSON

1404 Corner Oaks Drive
Brandon, Florida 33510

D. WENDAL ATTIG

2040 Aaron Place
Clearwater, Florida 33760

MICHAEL T. NOVAK, JR.

Building 2, Unit G-20
1310 Gulf Boulevard
Clearwater, Florida 33767

ROXANN NOLTON

2425 PineWoods Circle
Naples, Florida 34105

GARY RICHARDSON

5008 Muir Way
Lithia, Florida 33547

Section 4. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than five (5) but not greater than nine (9).

Section 5. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by

approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are thirty five (35) or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

Section 1. The officers of the Corporation shall be a President, a Chief Executive Officer, a Chief Marketing Officer, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>		<u>Name</u>
Sheryl Nicholson	-	President and Chief Executive Officer
D. Wendal Attig	-	Executive Vice President and Chief Marketing Officer
Michael T. Novak, Jr.	-	Vice-President - Strategic Planning and Growth

Roxann Nolton - Vice-President - Finance and Operations

Gary Richardson - Vice-President - Consulting Division, Secretary and Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

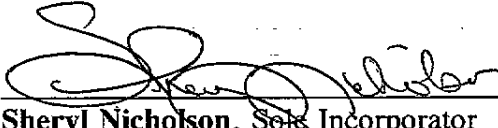
Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
SHERYL NICHOLSON	1404 Corner Oaks Drive Brandon, Florida 33510

IN WITNESS WHEREOF, for purposes filing these Amended and Restated Articles of Incorporation for the Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of December, 1999.



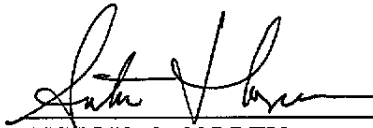
Sheryl Nicholson, Sole Incorporator
President

ASSIGNMENT BY INCORPORATOR

The undersigned, being the sole incorporator of **Gripes2Solutions, Inc.**, a Florida corporation, does hereby assign, transfer and set over all of his right, title and interest as incorporator of said Corporation to the following person:

Sheryl Nicholson - 100%

DATED this 29 day of November, 1999.



ANTON J. HOPEN
Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the appropriate sections of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **gripes2solutions.com, Inc.**

2. The name and address of the registered agent and office is:

Sheryl Nicholson
1404 Corner Oaks Drive
Brandon, Florida 33510

SIGNATURE: _____

Sheryl Nicholson

TITLE: Incorporator

DATE: December 1, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Sheryl Nicholson

DATE: December 1, 1999