



P99000111659

ACCOUNT NO. : 072100000032

REFERENCE : 134713 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 1, 2001

ORDER TIME : 12:03 PM

ORDER NO. : 134713-005

CUSTOMER NO: 7133468

CUSTOMER: Ms. Kimberly H. Ingram
Kane And Koltun
Suite 100
557 N. Wymore Road
Maitland, FL 32751

*Amended &
Restated
Articles*

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*****35.00 *****35.00

01 MAY -1 PM 12:03 PM

DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: MEDICINE AVENUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS:

FILED
01 MAY -1 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
5/2/01

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MEDICINE AVENUE, INC.

FILED
01 MAY -1 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act ("Act"), the undersigned corporation hereby adopts following Articles of Amendment and Restatement and Amended and Restated Articles of Incorporation:

1. The name of the corporation is Medicine Avenue, Inc. (Florida Document Number P99000111649).

2. The corporation is amending and restating its Articles of Incorporation in their entirety. The amendment and restatement of the following Amended and Restated Articles of Incorporation have been duly proposed by the directors and adopted by the directors and shareholders of the corporation, effective April 30th, 2001, in the manner prescribed in Section 607.1006 and 607.1007 of the Act.

3. The Amended and Restated Articles of Incorporation increases the number of authorized shares of Common Stock from 2,000,000 shares, par value \$0.01 per share, to 50,000,000 shares, par value \$0.0001 per share.

5. The Amended and Restated Articles of Incorporation authorize the issuance of 10,000,000 shares of Preferred Stock, no par value, in one or more series, with each such series having such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, including the distinctive designation of each series and the number of shares which shall constitute such series as shall be fixed and determined in a resolution or resolutions providing for the issuance thereof adopted by the Board of Directors.

6. The foregoing Articles of Amendment and Restatement and the Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the Board of Directors of the corporation on April 30th, 2001 pursuant to Section 607.0821 of the Act, and were adopted by the holders of a majority of the issued and outstanding shares of common stock of the corporation on April 30th, 2001 pursuant to Section 607.0704 of the Act.

7. The Articles of Incorporation of the corporation are hereby amended and restated in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICINE AVENUE, INC.**

**ARTICLE I
Name of Corporation**

The name of the corporation is:

Medicine Avenue, Inc.

**ARTICLE II
Purpose**

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

**ARTICLE III
Capital Stock**

The aggregate number of shares which the Corporation shall have authority to issue is as follows:

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 with a par value of \$0.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 10,000,000, no par value.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the corporation. Upon liquidation or dissolution of the corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

4. Designation of Series A Convertible Preferred Stock. The corporation hereby designates 300,000 shares of its authorized but unissued Preferred Stock as Series A Convertible Preferred Stock ("Series A Preferred Stock"), which Series A Preferred Stock shall have the following terms, preferences, limitations and relative rights:

(a) Voting. The Series A Preferred Stock shall be nonvoting, and the holders thereof shall not be entitled to vote on any issue coming before the shareholders of the corporation.

(b) Dividends. Each holder of record of shares of Series A Preferred Stock shall be entitled to a cumulative preferred annual dividend equal to 13% of the price paid per share, and such other distributions as the Board of Directors may declare from time to time out of funds legally available therefore. Dividends that aren't paid for any fiscal year shall accrue and accumulate and be paid in subsequent periods. Dividends declared on Series A Preferred Stock shall be paid in preference to any dividends on Common Stock, and no cash dividends shall be paid on Common Stock if the payment of dividends on the Series A Preferred Stock shall be in arrears.

(c) Conversion. The holders of record of shares of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Conversion by Holder. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time at the office of the corporation or any transfer agent for such stock, into shares of the corporation's Common Stock at the conversion rate set forth in subsection 4(c)(iii) below ("Conversion Rate"). All declared but unpaid dividends on each share of Series A Preferred Stock at the time of conversion shall, at the option of the holder thereof, be paid in full in cash on the conversion date. Before any holder of shares of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to this subparagraph 4(c), such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the corporation or any transfer agent for such stock, and shall give written notice to the corporation at such office that he elects to convert the same. Such notice shall specify the effective date of the conversion that shall be no later than, and no earlier than five (5) days immediately preceding, the date of surrender of the certificate(s) for the Shares of Series A Preferred Stock to be converted ("Effective Date"). The corporation shall, as soon as practicable thereafter (but in no event later than five (5) days) and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled. The person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(ii) Automatic Conversion. The corporation shall have the right, in its sole discretion, to automatically convert the Series A Preferred Stock that has not been converted by the holder of record into shares of Common Stock upon the corporation receiving funding of any kind and from whatever sources (including the sale of the Series A Preferred Stock) of Two Million Dollars (\$2,000,000). Any share of Series A Preferred Stock that has not been converted into shares of Common Stock on or before December 31, 2003, automatically shall be converted into shares of common stock on January 1, 2004, at the rate specified in subparagraph 4(c)(iii) below. The corporation shall mail notice of any such automatic conversion postage pre-paid, on or before November 1, 2003, at such holder's address as it shall appear on the books of the corporation. Such notice shall specify the conversion rate determined pursuant to subparagraph 4(c)(iii) below and shall state the number of shares of Common Stock into which such holder's shares of Series A Preferred Stock have been converted. Upon

such automatic conversion, the Series A Preferred Stock shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive the shares of Common Stock reserved for exchange therewith upon such conversion. All of the procedures for exchange shall be equivalent to those for conversion as set forth in subparagraph 4(c)(i) above. If any holder of record of any such shares shall not have surrendered for conversion any certificate for his shares of Series A Preferred Stock for exchange with Common shares then, on and after January 1, 2004, notwithstanding that any certificate for Series A Preferred Stock so called for automatic conversion shall not have been surrendered for cancellation, the shares represented thereby shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease, and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive the shares of Common Stock into which such shares of Series A Preferred Stock have been converted. Common shares shall be set aside in amounts sufficient to effect the exchange.

(iii) Conversion Rate. If conversion is effected at the option of the Holder pursuant to subparagraph (c)(i) above, or in the event of automatic conversion pursuant to subparagraph 4(c)(ii) above, then each share of Series A Preferred Stock shall be convertible into one (1) share of Common Stock of the corporation.

(iv) Mechanics of Conversion. Before any holder of shares of Series A Preferred Stock shall be entitled to convert the same into share of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Corporation or any transfer agent for such stock, and shall give written notice to the Corporation ("Conversion Notice") at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such for such share of Common Stock to be issued and whether he elects to have all accrued but unpaid dividends thereon paid in cash or converted into Common Stock. The Corporation shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(v) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the corporation, any consolidation or merger of the corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the corporation to another corporation, the Conversion Rate for Series A Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by

the holders upon conversion of Series A Preferred Stock immediately before such event; and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

(vi) No Impairment. The corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this subparagraph 4(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

(vii) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the corporation shall mail to each holder of Series A Preferred Stock at least ten (10) days prior to the date specified therein a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(viii) Issue Taxes. The corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(ix) Reservation of Stock Issuable Upon Conversion or Exchange. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series A Preferred Stock, the corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(x) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of a

holder's Series A Preferred Stock shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the corporation shall, in lieu of issuing any fractional share, round each fractional share to the nearest whole share.

(d) Notices. Any notice required by the provisions of Paragraph 4(c) to be given to the holders of shares of Series A Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph 4(d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the corporation.

(e) Liquidation. The holders of record of shares of Series A Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, Ten Dollars (\$10) per share plus the amount of all dividends declared and unpaid with respect to the Series A Preferred Stock as of the date thereof ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the corporation are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series A Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the corporation been sufficient to make such payments in full. The holders of record of Series A Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

(f) Piggyback Registration Rights. If, at any time after the date of issue, the Corporation proposes to register any of its securities under the Securities Act of 1933, as amended (the "Act") (other than in connection with a merger, acquisition or exchange offer, pursuant to Form S-8 or any successor form thereto or otherwise on a form which does not permit registration of the shares of common stock issuable upon conversion of the Series A Preferred Stock) in a Public Offering, it will give written notice by registered mail at least twenty (20) days prior to the filing of each such registration statement to each holders of record of the Series A Preferred Stock and holders of common stock issued due to conversion of the Series A Preferred Stock, of its intention to do so. Upon the written request of any holder of the Series A Preferred Stock and the holder of common stock issued upon conversion of the Series A Preferred Stock given within ten (10) days after receipt of any such notice of its or their desire to include any such shares of Common Stock in such proposed registration statement, the Corporation shall afford such holders the opportunity to have any such shares of common stock issued and issuable upon conversion of the Series A Preferred Stock registered under such registration statement. The Corporation agrees to use its best efforts to cause the above filing to become effective and remain effective for no less than twelve (12) months. The "piggy-back" registration rights described in this subparagraph (f) shall terminate at such time as the shares of common stock issuable upon conversion of the

Series A Preferred Stock are saleable in one or more transactions pursuant to Rule 144(k) of the Act.

Notwithstanding anything to the contrary contained in the provisions of this subparagraph (f), the Corporation shall have the right at any time after it shall have given written notice pursuant to this subparagraph (f) (irrespective of whether a written request for inclusion of any such securities shall have been made) to elect not to file any such proposed registration statement or to withdraw the same after the filing but prior to the effective date thereof.

ARTICLE IV **Term of Existence**

This corporation is to exist perpetually.

ARTICLE V **Principal Place of Business**

The street address in this state of the principal office of this corporation and its mailing address are as follows:

528 South North Lake Boulevard, Suite 1000
Altamonte Springs, Florida 32701

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII **Board of Directors**

The number of Directors shall be set forth in the Bylaws of the corporation, provided that there shall always be at least one director. The terms and qualifications for Directors shall be set forth in the Bylaws of the corporation.

ARTICLE VIII **Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX
Affiliated Transactions

The corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

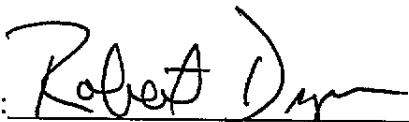
ARTICLE X
Registered Office and
Registered Agent

The designation of the registered office and registered agent of this corporation are as follows:

Jeffery M. Koltun
557 North Wymore Road
Suite 100
Maitland, Florida 32751

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 30th day of April, 2001.

MEDICINE AVENUE, INC.

By: 
Robert Drazen, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 MAY -1 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Medicine Avenue, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED April 30, 2001.



Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED April 30, 2001.



Jeffrey M. Koltun