

V35671

|                        |          |
|------------------------|----------|
| Holland & Knight LLP   |          |
| Requestor's Name       |          |
| 315 S. Calhoun St.     |          |
| Address                |          |
| Tallahassee, Fl. 32301 | 425-5686 |
| City/State/Zip         | Phone #  |

Office Use Only

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

1. Solunet, Inc. (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

FILED  
99 DEC 22 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in    ☐ Pick up time 2:00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input checked="" 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                                 |

300003073643--0  
-12/17/99--01042--016  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

| 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               |

C. COULLETTE DEC 23 1999

RECEIVED  
99 DEC 17 AM 11:09  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 20, 1999

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: SOLUNET, INC.  
Ref. Number: V35671

We have received your document for SOLUNET, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 199A00059587

RECEIVED  
99 DEC 22 AM 11:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 DEC 22 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of SOLUNET, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is Solunet, Inc.

**ARTICLE II - ADDRESS**

The mailing address for the Corporation is 1571 Robert J. Conlan Blvd., Suite 110, Palm Bay, Florida 32905.

**ARTICLE III - DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV - PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is Helen Wertheimer, 1571 Robert J. Conlan Blvd., Suite 110, Palm Bay, Florida 32905.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209, and the name of the registered agent of the Corporation at such address is Intrastate Registered Agent Corporation.

**ARTICLE VII - CAPITAL STOCK**

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 52,000,000, of which 50,000,000 shares having a par value of \$.001 per share shall be designated as Common Stock, and 2,000,000 shares having a par value of \$.001 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

(a) Removal. Subject to the rights, if any, of the holders of shares of preferred stock then outstanding, any or all of the directors of the Corporation may be removed from office by the Board of Directors for cause or by the shareholders of the Corporation with or without cause by the affirmative vote of the holders of at least 60% of the outstanding shares of capital stock of the Corporation generally entitled to vote for the election of directors, voting together as a single class. The removal of directors by the Board of Directors or shareholders of the Corporation may be made at any annual or special meeting. Notice of any such annual or special meeting shall state that the removal of a director or directors is among the purposes of the meeting.

(b) Vacancies. Newly created directorships resulting from any increase in the number of directors or any vacancy on the Board of Directors resulting from death, resignation, disqualification, removal or other cause may be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director. Any director elected in accordance with the preceding sentence shall hold office until the next annual meeting of the shareholders of the Corporation and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

#### **ARTICLE IX - BYLAWS**

The Board of Directors is expressly authorized to amend, repeal or adopt any Bylaw of and for the Corporation. The holders of voting stock shall to the extent such power is at the time conferred on them by applicable law, also have the power, by the affirmative vote of the holders of at least 60% of the outstanding shares of capital stock of the Corporation then entitled to vote generally in the election of

directors, voting together as a single class, to make, alter, amend or repeal any By-law of and for the Corporation.

The foregoing Amended and Restated Articles were recommended by the Board of Directors to the shareholders, and the shareholders approved the amendment (i) by means of a joint unanimous written consent of the board of directors and shareholders of the Corporation dated as of October 15<sup>th</sup>, 1999, in accordance with the terms of Sections 607.0704 and 607.0821 of the Florida Statutes and of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15<sup>th</sup> day of October, 1999.

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line extending to the right.

Michael J. Wertheimer  
President and Chief Executive Officer

WPB1 #156375 v3

**CERTIFICATE OF DESIGNATION OF ADDRESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

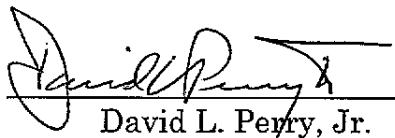
Solunet, Inc. has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 15<sup>th</sup> day of October, 1999.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

  
David L. Perry, Jr.  
Vice President

WPB1 #163759 v1