

V35671

Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

FILED
2002 MAR 18 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Salunet, Inc. V35671
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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AMENDMENTS

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

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

C. Coulliste MAR 18 2002

Examiner's Initials

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

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida profit corporation adopts the following amended and restated articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is Solunet, Inc. (the "Corporation").

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Corporation is 1571 Robert J. Conlan Blvd., Suite 110, Palm Bay, Florida, 32905.

**ARTICLE III
POWERS**

The Corporation may engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue 200,000,000 shares of capital stock, of which 150,000,000 shares shall be common stock, par value \$.001 per share, and 50,000,000 shares shall be preferred stock, par value \$.001 per share. Pursuant to Section 607.0602, Florida Statutes, the Board of Directors of the Corporation shall have the power to create and issue series of preferred stock from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority given in this paragraph.

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ARTICLE VI
INDEMNIFICATION

To the greatest extent provided by the laws of the State of Florida, as the same exists now or may be hereafter amended or interpreted, the Corporation shall indemnify any present or former officer or director of the Corporation for any act or omission in such officer's or director's capacity as an officer or director. Any repeal or amendment of this Article, or adoption of any other provision of these Articles of Incorporation inconsistent with this Article, shall be prospective only and shall not affect the rights to indemnification of any officer or director existing at the time of such repeal, amendment, or adoption of an inconsistent provision.

ARTICLE VII
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

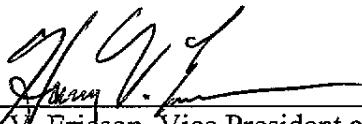
This Corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, relating to control share acquisitions.

* * * *

The foregoing Amended and Restated Articles of Incorporation were approved and recommended to the shareholders of the Corporation by the Board of Directors of the Corporation by unanimous written consent, dated as of March 18, 2002, in accordance with the provisions of Section 607.0821, Florida Statutes. The shareholders approved the amendment by unanimous written consent, dated as of March 18, 2002. The number of shareholder votes cast for the amendments were sufficient for approval in accordance with Section 607.0704, Florida Statutes.

The undersigned hereby declares that the matters set forth in the foregoing Amended and Restated Articles of Incorporation are true and correct to his actual knowledge.

Executed this 18th day of March, 2002.



Harry V. Erigson, Vice President and
Chief Financial Officer