

V53290

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Callmate Telecom International, Inc. Changed Name To: BankEngine Tec

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Amend, Restat, + N.C.
G. COULLETTE MAR 16 2001

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01 MAR 16 PM 12:17
DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 14, 2001

Arthur S. Marcus
Gersten, Savage & Kaplowitz, LLP
101 East 52nd Street
New York, NY 10022-6018

Re: "BankEngine Technologies, Inc."

Dear Mr. Marcus:

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hager", written over a horizontal line.

Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records,
Division of Corporations, Secretary of State's Office

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CALLMATE TELECOM INTERNATIONAL, INC.**

Pursuant to Section 6007.1007 of the Business Corporation Act of the State of Florida, the majority of the shareholders of Callmate Telecom International, Inc. (the "Corporation"), a corporation incorporated and validly existing under and by the virtue of the Business Corporation Act of the State of Florida (the "Act"), bearing document number V53290, does hereby certify:

First: That pursuant to the Written Consent of a Majority of Shareholders of the Corporation dated February 6, 2001, the shareholders approved the amendment of the Corporation's name. Accordingly, Article I of the Articles of Incorporation shall be deleted and substituted by the following Article I, which Article I shall precede the subsequent Articles as follows:

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be "BankEngine Technologies, Inc."

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the State of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is CT Corporation. The address of the registered agent is the State of Florida is 1200 South Pine Island Road, Plantation, FL, 33324.

ARTICLE V
CAPITAL STOCK

A. The Corporation is authorized to issue 50,000,000 shares of \$.001 par value Common Stock, which will be divided into 47,100,000 shares of Class A Common Stock and 2,900,000 shares of Class B Convertible Common Stock.

B. 1. **General.** The voting, dividend and liquidation rights of the holders of shares of Class A Common Stock and Class B Convertible Common Stock shall be as set forth herein.

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2. **Voting.**

(a) The holders of shares of Class A Common Stock are entitled to one vote for each share held at each meeting of stockholders of the Corporation (and all written actions in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration.

(b) The holders of shares of Class B Convertible Common Stock are entitled to a number of votes for each share of Class A Common Stock equal to the number of shares into which each share of Class B Convertible Common Stock held of record by such holder is then convertible (as adjusted from time to time pursuant to Section B.4 hereof) at each meeting of stockholders of the Corporation (and all written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The holders of shares of Class B Convertible Common Stock shall vote together with the holders of Class A Common Stock on all actions to be taken by the stockholders of the Corporation.

(c) The presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum.

3. **Dividends; Distributions.** Subject to the provisions of the Act, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all remaining assets of the Corporation available for distribution to its stockholders. The holders of Class B Convertible Common Stock shall be entitled to participate in such dividends and distributions as if such shares had been converted into Class A Common Stock immediately prior to the record date for such dividend or distribution.

4. **Conversion Rights Pertaining to Class B Convertible Common Stock.**

(a) **Optional Conversion.** At any time, any holder of Class B Convertible Common Stock shall have the right, at its option, to convert all of the shares of Class B Convertible Common Stock held by such holder into shares of Class A Common Stock on the basis set forth in this Section B.4.

(b) **Conversion Procedure.**

(i) Upon conversion, each share of Class B Convertible Common Stock held by such holder shall be converted into a number of shares of Class A Common Stock determined by multiplying each share of Class B Convertible Common Stock to be converted by the applicable conversion rate (the "Conversion Rate"). The initial Conversion Rate shall be one, subject to adjustment pursuant to this Section B.4.

(ii) On the effective date of conversion (the "Conversion Date"), the rights of the holder of such Class B Convertible Common Stock as such holder (including the right to receive dividends on the Class B Convertible Common Stock) shall cease and the Person or Persons in whose name or names any certificate or certificates for shares of Class A Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

(iii) As soon as practicable after the Conversion Date (but in any event within ten (10) business days after the holder has delivered the certificates evidencing the shares of Class B Convertible Common Stock converted into shares of Class A Common Stock in accordance herewith), the Corporation shall deliver to the converting holder a certificate or certificates representing, in the aggregate, the number of shares of Class A Common Stock issued upon such conversion, in the same name or names as the certificates representing the converted shares and in such denomination or denominations as the converting holder shall specify.

(iv) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon the conversion of the Class B Convertible Common Stock, such number of shares of Class A Common Stock as are issuable upon the conversion of all outstanding shares of Class B Convertible Common Stock.

(c) Issuance of New Securities. In the event New Securities are issued by the Corporation, the Conversion Rate shall be adjusted as follows:

$$\text{Conversion Rate} = \frac{\text{Conversion Number}}{\text{Outstanding Class B Convertible Common Stock}}$$

$$\text{Conversion Number} = \frac{\text{Number of Outstanding Shares of Class A Common Stock on a fully diluted basis}}{1 - \text{the Applicable Percentage}} - \text{Number of Outstanding Shares of Class A Common Stock on a Fully Diluted Basis}$$

$$\text{Applicable Percentage (carried to the sixth decimal)} = \frac{\text{Number of Shares of Class B Convertible Common Stock Outstanding immediately before conversion of Class B Convertible Common Stock}}{19,200,000 + \text{Number of Shares of Class B Convertible Common Stock Outstanding}}$$

(d) Treatment of Convertible Securities and New Securities Subject to Vesting.

In the event the New Securities are Convertible Securities, then adjustment to the Conversion Rate pursuant to Section B.4 (d) shall occur upon their grant, issuance or sale, and no further adjustment of the Conversion Rate shall be made when Common Stock and, if applicable, any other Convertible Securities, are actually issued upon the exercise, conversion or exchange of such Convertible Securities. If the rate at which any Convertible Securities are convertible into or exercisable or exchangeable for Common Stock changes at any time, the Conversion Rate in effect at the time of such change shall be readjusted to the Conversion Rate that would have been in effect at such time had such Convertible Securities that are still outstanding provided for such changed conversion rate at the time such Convertible Securities were initially granted, issued or sold; and on the termination date of any right to exercise, convert or exchange such Convertible Securities the Conversion Rate then in effect hereunder shall be readjusted to the Conversion Rate that would have been in effect at the time of such termination had such Convertible Securities, to the extent outstanding immediately prior to such termination, never been issued. In the event any New Securities issued by the Corporation are not fully vested on the date of issuance, and all or a portion of such unvested New Securities subsequently are forfeited to the Corporation, then, in such event, the

Conversion Rate shall be readjusted to the Conversion Rate that would have been in effect at the time of such forfeiture had such New Securities, to the extent outstanding immediately prior to such forfeiture, never been issued.

(e) Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Class A Common Stock into a greater number of shares without taking equivalent action with respect to the shares of Class B Convertible Common Stock, the Conversion Rate in effect immediately prior to such combination shall be proportionately increased, and conversely, in the event the outstanding shares of Class A Common Stock shall be combined (by reverse stock split or otherwise) into a smaller number of shares, the Conversion Rate in effect immediately prior to such combination shall be proportionately reduced. In any such event, the numbers, percentages, computations and the like in these Amended and Restated Articles of Incorporation shall be deemed modified as necessary, mutatis mutandis, to give appropriate effect to such subdivision or combination.

(f) Special Definitions. For purposes of this Section 4, the following definitions shall apply:

(i) “Convertible Securities” means any evidences of indebtedness, shares or over securities directly or indirectly convertible into or exchangeable for Common Stock.

(ii) “Fully Diluted Basis” means that pro forma effect is given to the issuance of (1) all shares of Common Stock outstanding at the time of determination after giving effect to the issuance of any shares on such date, (2) all shares of Common Stock issuable upon the exercise of any option, warrant or other right or security outstanding or reserved for issuance at the time of determination and (3) all shares of Common Stock issuable upon the exercise of any conversion or exchange right contained in any security outstanding at the time of determination that is convertible into or exchangeable for shares of Common Stock; provided, however, that in calculating the number of shares of Class A Common Stock on a fully diluted basis, there shall be excluded shares issuable upon conclusion of Class B Convertible Common Stock.

(iii) “New Securities” means any shares of Common Stock or Convertible Securities, whether now authorized or not; provided, however, that “New Securities” does not mean securities issued upon exercise of options currently outstanding or available for grant under the Corporation's Stock Option Plan.

(iv) “Person” shall mean an individual, partnership, corporation, limited liability companies, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

VI PLACE OF BUSINESS

The address of the Corporation's principal place of business in the State of Florida shall be 725 Port St. Lucie Blvd., Suite 201, Port St. Lucie, FL 34984. The Board of Directors may at any time and from time to time move the principal office of the Corporation.

ARTICLE VII
AFFILIATED TRANSACTIONS

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transaction involving the Corporation.

ARTICLE VIII
DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by its Board of Directors. The number of such directors shall be not less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided for in the By-Laws.

ARTICLE IX
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a Resolution of the Board of Directors and, if applicable, the shareholders.

ARTICLE X
AMENDMENT OF BY-LAWS

Anything in the laws of the State of Florida, these Restated and Amended Articles of Incorporation notwithstanding or the By-Laws notwithstanding, the By-Laws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of the issued and outstanding shares of the Corporation entitled to vote thereon.

ARTICLE XI
SHAREHOLDERS

- 11.1 Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly authorized representative of a shareholder.
- 11.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor division shall not apply to the Corporation.
- 11.3 Quorum. The holders of share entitled to vote one third of the votes at a meeting of shareholders shall constitute a quorum.
- 11.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE XII
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

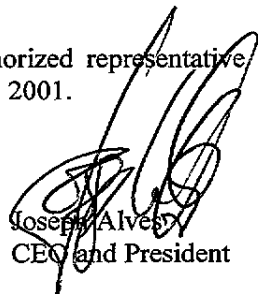
To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any Resolution of its shareholders or directors, to undertake to indemnify the officers and directors of the Corporation against any contingency or peril as may be determined to be in the best interests of the Corporation, and in conjunction therewith, to procure, at the Corporation's expense, policies of insurance.

ARTICLE XIII
CONTRACTS

No contract or other transaction between the Corporation and any person, firm or corporation shall be affected by the fact that any officer or director of the Corporation is such or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct interest in such contract.

The foregoing was adopted by the shareholders of the Corporation acting by written consent pursuant to 607.0704 of the Act. Consequently, the number of votes cast to amend the name of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned duly authorized representative has executed these Amended and Restated Articles of Incorporation on February 21, 2001.


Joseph Alves
CEO and President

Registered agent's acceptance:

C T Corporation System, having been named as registered agent and to accept service of process for Callmate Telecom International, Inc., changing its name to BankEngine Technologies, Inc., in the place designated in the attached document, hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

C T Corporation System

By 

STEPHEN ADAMO
ASSISTANT SECRETARY