



RHYTHM  
TECHNOLOGIES

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
00 AUG 11 AM 10:27

V73103

Please file the Amended Articles of Incorporation  
as attached and include 1 certified copy.

Thank you.

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Peter R. Accetti  
President

Amended & Restated Art.

V. SHEPARD AUG 22 2000

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RHYTHM TECHNOLOGIES, INC.

FILED  
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FIRST: These Amended and Restated Articles of incorporation (the Restated Articles") are submitted by Rhythm Technologies, Inc., a Florida corporation, (the Company") pursuant to Sections 607.1003, 607.1006, 607.1007 and 607.10025 of the Florida Business Corporation Act (the "Act").

SECOND: The amendments set forth in these Restated Articles were adopted by written consent of the shareholders and directors of the Company, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Act and all other documents purporting to affect its corporate governance on August 2, 2000.

THIRD: The Articles of Incorporation of the Company are amended in their entirety to read as follows:

ARTICLE I

The name of the Company is Rhythm Technologies, Inc. The street address of the principal office and the mailing address of the Company is 7901 Baymeadows Way, Suite 5, Jacksonville, Florida 32256.

ARTICLE II

The existence of the Company began on October 19, 1992.

ARTICLE III

The Company will exist perpetually.

ARTICLE IV

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V

The total number of shares of all classes of stock which the Company shall have authority to issue is 84,000,000, consisting of (i) 80,000,000 shares of common stock, \$.001 par value per share, ("Common Stock") and (ii) 4,000,000 shares of Preferred Stock, \$.001 par value per share, ("Preferred Stock"). The Board of Directors shall have full authority to designate the class or series of the Preferred Stock and to determine such designations, powers, preferences, relative, participating or optional, or such other special rights and the qualifications, limitations, or restrictions thereof as the Board shall from time to time determine in appropriate articles of amendment filed with the Secretary of State of Florida.

ARTICLE VI

The street address of the registered office of the Company is 248 North CheckerBerry Way, Jacksonville, Florida 32259 and Peter R. Accorti, Jr. is the Company's registered agent at that address to accept service of process within this state.

ARTICLE VII

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3).

ARTICLE VIII

A. The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

B. The Company, by action of the Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of the Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph B shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create obligations of the Company relating thereto.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Amended And Restated Articles Of Incorporation this 2nd day of August, 2000.

  
Peter R. Accorti, Jr.,  
President