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BASIC AMENDMENT

PA3 INC.

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Amend + list



December 8, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PAS INC.  
20191 ROOKERY DR.  
ESTERO, FL 33928

SUBJECT: PAS INC.  
REF: P05000094856

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Pamela Smith  
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FAX And. #: H05000280885  
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**CERTIFICATE**

To the Secretary of the State of Florida:

In accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Pa3 Inc. (the "Corporation"), organized and existing under and by virtue of the provisions of the Act and all amendments thereto, does hereby submit for filing the attached Amended and Restated Articles of Incorporation of the Corporation (the "Articles").

1. Articles IV and VII are being amended as reflected in the Articles attached hereto as Exhibit A.

2. This amendment was duly authorized and adopted by the Board of Directors of the Corporation by written consent action taken effective as of December 7, 2005, and by the shareholders of the Corporation by written consent action taken effective as of December 7, 2005.

Date: December 7, 2005

Pa3 Inc.

By: \_\_\_\_\_

Ian Dodd, President

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA EXHIBIT A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PA3 INC.**

**ARTICLE I NAME**

The name of the corporation shall be: Pa3 Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is: 20191 Rookery Drive, Estero, Florida 33928.

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act of the State of Florida.

**ARTICLE IV SHARES**

The Corporation shall have authority, acting by its board of directors, to issue not more than fifteen million (15,000,000) shares divided into classes as follows:

(a) Ten million (10,000,000) shares shall be shares of common stock, each with no par value ("Common Stock"). All shares of Common Stock shall be one and the same class and when issued shall have equal rights of participation in dividends and assets of the Corporation and shall be non-assessable. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

(b) Five million (5,000,000) shares shall be shares of preferred stock, each with no par value ("Preferred Stock").

(i) The board of directors is hereby authorized to issue the Preferred Stock from time to time in one or more series, which Preferred Stock shall be preferred to the Common Stock as to dividends and distribution of assets of the Corporation on dissolution, as hereinafter provided, and shall have such distinctive designations as may be stated in the articles of amendment providing for the issue of such stock adopted by the board of directors. In such articles of amendment providing for the issuance of shares of each particular series, the board of directors is hereby expressly authorized and empowered to fix the number of shares constituting such series and to fix the relative rights and preferences of the shares of the series so established to the full extent allowable by law except insofar as such rights and preferences are fixed herein. Such authorization in the board of directors shall expressly include the authority to fix and determine the relative rights and preferences of such shares in the following respects:

Exhibit A

- (A) The rate of dividend;
- (B) Whether shares can be redeemed or called and, if so, the redemption or call price and terms and conditions of redemption or call;
- (C) The amount payable upon shares in the event of voluntary and involuntary liquidation;
- (D) The purchase, retirement or sinking fund provisions, if any, for the call, redemption or purchase of shares;
- (E) The terms and conditions, if any, on which shares may be converted into Common Stock or any other securities;
- (F) Whether or not shares have voting rights, and the extent of such voting rights, if any, including the number of votes per share; and
- (G) Whether or not shares shall be cumulative, non-cumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

All shares of the Preferred Stock shall be of equal rank and shall be identical, except in respect to the particulars that may be fixed by the board of directors as hereinabove provided in this paragraph and which may vary among the series. Different series of the Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes, except when such voting by classes is expressly required by law.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is Agents and Corporations, Inc., Suite E, 773 4<sup>th</sup> Avenue North, Naples, Florida 34102.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is: David N. Williams, Esq., Suite E, 773 4<sup>th</sup> Avenue North, Naples, Florida 34102.

ARTICLE VII DIRECTORS' LIABILITY

(a) A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy unless the director breaches or fails to perform his or her duties as a director and such breach or failure to perform constitutes (i) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact this his or her breach, or failure to perform, constitutes a violation of the criminal law but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her

Exhibit A

conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 of the Act are applicable; (iv) in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

(b) If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) The directors and officers of the Corporation shall be indemnified to the fullest extent allowed under Florida law for any loss, damage or expense incurred in respect of any legally indemnifiable claim made against them because such persons are or were directors and/or officers of the Corporation.

[The remainder of this page intentionally left blank.]

Exhibit A

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation is executed on behalf of the Corporation by its President this 7 day of December, 2005.

  
\_\_\_\_\_  
Ian Dodd, President