

P98000101643

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000025248 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4000
Attn: Darleen
From: Account Name : BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.
Account Number : I20000000104
Phone : (941)366-3700
Fax Number : (941)366-0189

Jawts
File date
of 5/5/00

Originally
received
5/5/00

5/11/00 Attn: Susan Payne

BASIC AMENDMENT

THE RXFILES.NET CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -5 PM 2:47

FILED

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

RECEIVED
00 MAY 11 AM 10:52
DIVISION OF CORPORATIONS

1728-001

Amended
+ Restated
5/11/00

Spayn

05/05/2000

H00000025248 6

FILED

00 MAY -5 PM 2:47

**THE RXFILES.NET CORPORATION
ARTICLES OF AMENDMENT AND RESTATEMENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is THE RXFILES.NET CORPORATION.
2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

**ARTICLES OF INCORPORATION
OF
THE RXFILES.NET CORPORATION**

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

**ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES**

Section 1.1 Name. The name of the corporation shall be THE RXFILES.NET CORPORATION.

Section 1.2 Principal Office and Mailing Address. The corporation's current principal office is 342 SOUTH TAMiami TRAIL, NOKOMIS, FLORIDA 34275, and the current mailing address of the corporation is 342 SOUTH TAMiami TRAIL, NOKOMIS, FLORIDA 34275. The corporation may change the foregoing addresses, transact business at other places, and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is JOHN KUTZKO. The current registered office street address of the registered agent is 109 LOUELLA LANE, NOKOMIS, FLORIDA 34275.

H00000025248 6

BURGESS HARBELL

6810 941 366 1089

05/11/00 10:10

H000000 25248 6

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence commenced on December 2, 1998.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is organized shall be to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall be divided into two (2) classes, which classes shall consist of (a) common stock, and (b) preferred stock. The classes are described as follows:

(a) Common Stock. The aggregate number of shares of common stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 160,000,000 shares at \$0.0001 par value. These shares shall have unlimited voting rights on all corporate matters, and each share shall be entitled to one (1) vote on all corporate matters. Except as otherwise provided herein or pursuant to this instrument, these common shares along with the preferred shares are entitled on a prorata basis to receive the net assets of the corporation upon dissolution, after giving effect to any liquidation preference provided hereinafter. No other preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(b) Preferred Stock. The aggregate number of shares of preferred stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 20,000,000 shares at \$0.0001 par value. These shares shall have unlimited voting rights on all corporate matters, and each share shall be entitled to one (1) vote on all corporate matters. Each

H000000 25248 6

H00000025248 6

preferred share shall be entitled to a liquidation preference upon dissolution of the corporation, which preference shall be equal to the amount contributed to the capital of the corporation with respect to such share less all dividends, distributions or other payments with respect to such share; except for the foregoing, these preferred shares along with the common shares are entitled on a prorata basis to receive the net assets of the corporation upon dissolution. Each share of preferred stock shall be converted into a share of common stock immediately upon the earlier of (i) the date that at least 49% of the preferred shares issued on or before December 31, 2000, have been transferred from their original shareholder, (ii) commencement of the corporation's initial public offering other than an offering which does not exceed \$5,000,000, (iii) the date the corporation has obtained at least \$75,000,000 in additional funding from persons other than the original preferred stockholders (existing on or prior to December 31, 2000) in the form of debt and/or equity, (iv) the date the preferred stockholders (existing on or prior to December 31, 2000) have received cash dividend distributions of an amount equal to 120% of their capital contribution's to the corporation with respect to such shares, (v) the date that the corporation's shares of common stock are regularly trading on a recognized national securities exchange, and the average bid and asked price for a share of common stock is at least 300% of a preferred stockholder's capital contributions to the corporation per share of preferred stock, and (vi) May 5, 2005. No other preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of these shares or any of the holders thereof.

(c) Certificate Legend. Each certificate representing common and preferred shares issued shall contain an appropriate statement or legend relating to each class of shares authorized to be issued.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the board of directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the board of directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

H00000025248 6
BURRESS HARRELL

H00000025248 6

ARTICLE V
GENERAL

Section 5.1 Amendment. The articles of incorporation may be amended from time to time only by action of the board of directors and the shareholders in accordance with applicable law.

Section 5.2 Incorporator(s). The name and address of the incorporator was: JOHN F. MARTIN, 3150 SANDY RIDGE DR., CLEARWATER, FLORIDA 33761.

3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each of the 900 shares of currently issued and outstanding shares of common stock (e.g., of the authorized 1,000 shares of no par value common stock) shall, upon the effective date of the above amendment and restatement, be deemed converted into 81,777.7778 shares of common stock. The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on 5th May, 2000.

THE RXFILES.NET CORPORATION

By John D. Kutzko
John D. Kutzko (Print Name)
As Nice President