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December 15, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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Re: Market Technologies Corporation

Ladies and Gentlemen:

Enclosed are the following items with respect to our referenced corporate client (the "Corporation"):

1. A manually signed and a photocopy of the First Amended and Restated Articles of Incorporation (the "Restated Articles"), which totally supersedes the original articles of incorporation of the Corporation and all amendments prior to this filing.
2. Our law firm check in the amount of \$35 payable to the Florida Department of State, as the filing fee.

Please file and record the manually signed Restated Articles, and please date-stamp the enclosed photocopy of the signed Restated Articles, showing the filing and recording information, and return that copy to me in the enclosed self-addressed return envelope. Please also return the enclosed copy of this letter, date-stamped to reflect your receipt. Thank you for your assistance.

Sincerely,

SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

William R. Paul
William R. Paul

WRP/jk
Enclosures
[0409032.WP]

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 5 1999

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARKET TECHNOLOGIES CORPORATION**

The undersigned president, sole director, and sole shareholder of Market Technologies Corporation, a Florida corporation (the "**Corporation**"), hereby adopts these First Amended and Restated Articles of Incorporation ("**these Restated Articles**") pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes.

The undersigned certifies (a) that these Restated Articles were adopted by the sole director and sole shareholder of the Corporation on December 14, 1998; and (b) that these Restated Articles amend, supersede and totally replace (i) the initial Articles of Incorporation that were filed with the Florida Department of State (the "**Department**") on October 15, 1979 at which time the Corporation was named Tampa Educational Center, Inc.; (ii) the Amendment to Articles of Incorporation filed with the Department on April 8, 1981 changing the name of the Corporation to Investment Growth Corporation; (iii) the Amendment to Articles of Incorporation filed with the Department on August 21, 1990 changing the name of the Corporation to Mendelsohn Enterprises, Inc.; and (iv) the Amendment to Articles of Incorporation filed with the Department on February 4, 1997, changing the name of the Corporation to Market Technologies Corporation. These Restated Articles are as follows:

**I.
Name**

The name of the Corporation now is and shall continue to be:

Market Technologies Corporation

**II.
Term Of Existence**

The Corporation began its existence on October 15, 1979, which was the effective date of its initial Articles of Incorporation as filed with the Department on that date; and the Corporation originally had and shall continue to have perpetual existence.

**III.
Principal Office**

The street address of the principal office of the Corporation is 25941 Apple Blossom Lane, Wesley Chapel, Florida 33544.

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TALLAHASSEE, FLORIDA

IV.
Capital Stock

The Corporation is authorized to issue ten thousand (10,000) shares of its only class of capital stock, which is common stock, one cent (\$ 0.01) per share par value. This capital stock authorization is an increase from the seven thousand (7,000) shares of capital stock that the Corporation had heretofore been authorized to issue and a reduction in the par value per share from \$1.00 to \$0.01, since the par value of the shares heretofore authorized was \$1.00 per share.

V.
Registered Office and Agent

The street address of the registered office of the Corporation is 25941 Apple Blossom Lane, Wesley Chapel, Florida 33544; and the name of the registered agent of the Corporation at such office is Louis B. Mendelsohn. The Corporation may change its registered agent or the location of its registered office, or both, from time to time, without amendment to these Restated Articles.

VI.
Board of Directors

The Corporation initially had two directors, who were Louis B. Mendelsohn and Illyce D. Mendelsohn; however, the Corporation's only director at this time is Louis B. Mendelsohn, whose address is 25941 Apple Blossom Lane, Wesley Chapel, Florida 33544. The number of directors that the Corporation may have was not limited by the previous articles of incorporation or the amendments thereto, but was and shall continue to be governed by the bylaws of the Corporation; however, the Corporation shall always have at least one director.

VII.
Bylaws

The power to adopt, alter, amend and repeal bylaws of the Corporation shall be vested in the Corporation's board of directors.

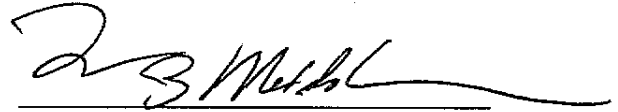
VIII.
Indemnification

The Corporation shall indemnify any director or officer to the fullest extent permitted by law.

IX.
Amendments

These Restated Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned certifies that on this 14th day of December 1998, he approved the amendments contained herein and these Restated Articles, as the sole shareholder of the Corporation, which was sufficient for shareholder approval; and the Corporation has caused these Restated Articles to be executed on this 14th day of December 1998.



Louis B. Mendelsohn
As the president, sole director, and
sole shareholder of the Corporation