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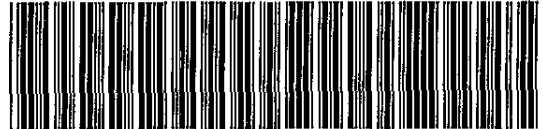
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February 20, 2003

Secretary of State, Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Fischer International Systems Corporation

Dear Sir or Madam:

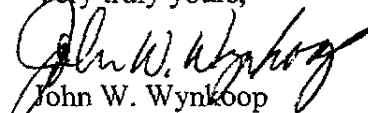
Enclosed for filing you will find the original and one duplicate of the Seconded Amended and Restated Articles of Incorporation for the above referenced Corporation.

I have enclosed my check in the amount of \$35.00 covering the filing fee in this matter.

Please return a file stamped copy to me at PO Box 7189, Naples, Florida 34101-7189.

Should you require any additional information, please do not hesitate to contact me on (239) 436-2564.

Very truly yours,


John W. Wynkoop
Secretary

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

**Original Articles of Incorporation
filed with the Florida Secretary of State
on June 1, 1982**

ARTICLE I

The name of the corporation is FISCHER INTERNATIONAL CORPORATION
(the "Corporation").

ARTICLE II

The purposes of the Corporation shall be to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The address of the principal office and the mailing address of the Corporation is 3584 Mercantile Avenue, PO Box 9107, Naples, FL 34104.

ARTICLE IV

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred twenty million (120,000,000), consisting of (i) eighty million (80,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) forty million (40,000,000) shares of "blank check" preferred stock, par value \$0.0001 per share (the "Preferred Stock").

ARTICLE V

Common Stock. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

Upon any liquidation, dissolution or winding-up ("Liquidation") of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred

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TALLAHASSEE, FLORIDA

Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE VI

Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VII

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VIII

The Board of Directors of the Corporation shall consist of at least one (1) and up to seven (7) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. Except as provided in connection with any class or series of Preferred Stock, the Board of Directors shall be elected by the Common Stock voting together as a single class.

ARTICLE IX

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE X

The street address of the Corporation's registered agent 3854 Mercantile Avenue, Naples, Florida 34104 and the name of its initial registered agent at such address is John W. Wynkoop.

IN WITNESS WHEREOF, the undersigned, has signed these Second Amended and Restated Articles of Incorporation this 10th day of February, 2003.

Renee Bachman

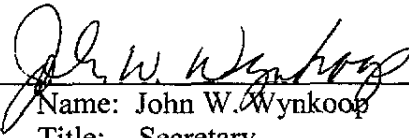
**CERTIFICATE
REGARDING
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FISCHER INTERNATIONAL SYSTEMS CORPORATION**

FISCHER INTERNATIONAL SYSTEMS CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Second Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
2. Pursuant to the Restated Articles, the name of the Corporation has been changed to FISCHER INTERNATIONAL CORPORATION.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were adopted and approved on February 10, 2003 by the Corporation's shareholders pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of February 10, 2003, in the manner prescribed by Section 607.1004 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of February 10, 2003.

FISCHER INTERNATIONAL SYSTEMS CORPORATION

By: 
Name: John W. Wynkoop
Title: Secretary