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CORPORATION(S) NAME

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R: Z Ventures, Inc.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
R & Z VENTURES, INC.

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Pursuant to the provisions of Sections 607.0202, 607.1003, 607.1006 and 607.1007, Florida Statutes, the following Amended and Restated Articles of Incorporation of R & Z Ventures, Inc. (the "Company") were adopted on October 18, 1996 by the written consent of the holders of a majority of the outstanding shares of common stock of the Company entitled to vote in lieu of an annual or special meeting of shareholders:

1. The name of the Company is R & Z Ventures, Inc.
2. The Articles of Incorporation, as amended, are revoked and hereby amended to read in their entirety as follows:

Article I - Name

The name of the Company is R & Z Ventures, Inc.

Article II - Principal Address

The principal address of this Company is 1034 N.E. 44th Street, Ft. Lauderdale, Florida, 33334.

Article III - Capital Stock

The Company is authorized to issue 10,000,000 shares of common stock, no par value.

The Company is authorized to issue 2,500,000 shares of preferred stock, no par value. Preferred stock may be issued from time to time in one or more series. The Company's Board of Directors is authorized to determine the rights, preferences, privileges and restrictions granted to, and imposed upon any series of preferred stock and to fix the number of shares of any series of preferred stock and the designation of any such series, subject to the consent of the existing holders of preferred stock in certain instances.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 502 East Park Avenue, Tallahassee, Florida, 32301, and the name and address of the initial registered agent is Corporation Information Services, Inc., 1201 Hays Street, Tallahassee, Florida, 32301.

Article V - Incorporator

The name and address of the corporation signing these articles
is:

Corporation Information Services Inc.
1201 Hays Street
Tallahassee, Florida, 32301

Article VI - Purpose

This Company is organized for the purpose of transacting any
or all lawful business.

Article VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be
vested in the board of directors.

Article VIII - Indemnification

Subject to the qualifications contained in Section 607.0850,
Florida Statutes, the Company shall indemnify its officers and
directors and former officers and directors against expenses
(including attorneys fees), judgments, fines and amounts paid in
settlement arising out of his or her services as an officer or
director of the Company.

Article IX - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the consent of the holders of the majority of the outstanding shares of common stock on October 18, 1996. The approval by majority of the outstanding shares of common stock was sufficient to pass the foregoing, there being no other outstanding class of securities.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of January 1997.

R & Z VENTURES, INC.

By: 
Leonard Roseberg, President