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CORPORATION(S) NAME

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-08/17/00-01016-015
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900003360629-5
-08/17/00-01016-016
*****8.75 *****8.75

Restated
Articles

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Restated Articles
OF
EXEX INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT
THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT:

- FIRST: The previous articles which were filed on February 25, 1987 are hereby cancelled and the fully Restated Articles hereto appended are substituted in their place.

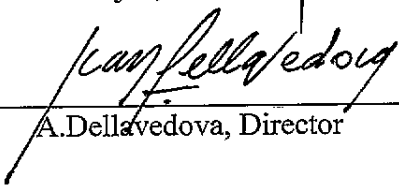
- SECOND: The amendment was approved by the shareholders on August 2nd 2000. The number of votes cast for the amendment by the shareholders were sufficient for approval.

- FOURTH: The amendment to the Articles of Incorporation of the corporation set forth above was adopted by the Directors on August 2nd 2000.

Executed this August 2, 2000

Exex Corporation

BY: 
L.Smejda, Director

BY: 
A.Dellavedova, Director

RESTATED ARTICLES OF INCORPORATION
OF
EXEX INC.

- FIRST: The name of this corporate is EXEX INC.
- SECOND: The address of the principal office, if known, and the mailing address of the Corporation is:
1602 Alton Road, Miami Beach, Florida 33139.
- THIRD: The number of shares the corporation is authorized to issue is: One Million (1,000,000) shares with a par value of One Cent (\$ 0.01) each.
- FOURTH: (a) The shares are to be divided into classes, and the designation of each class is:
- | | |
|----------------------------|-----------------|
| Preferred Non Voting Stock | 600,000 Class A |
| Common Non Voting Stock | 300,000 Class B |
| Common Voting Stock | 100,000 Class C |

- (b) Statement of the preferences, limitations and relative rights in respect of the shares of each class is to be specified by the directors upon designation and authorization.

- FIFTH: The corporation shall have perpetual existence.
- SIXTH: The name and address of the initial registered agent and office of this corporation is:

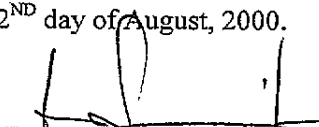
IBC Fiduciary Inc., 100 SE Second Street, Suite 2315-A, Miami, Florida 33131

- SEVENTH: The names and addresses of the persons who are the directors are:

Lucius Smejda
1602 Alton Road
Miami Beach, Florida 33139

Andres Dellavedova
1602 Alton Road
Miami Beach, Florida 33139

The undersigned has executed these Restated Articles of Incorporation this 2ND day of August, 2000.


Lucius Smejda, President

Having been named to accept Service of process for the above stated Corporation, at the place designated in these Restated Articles, the undersigned Corporation agrees to act in this capacity, and further agrees to comply with the Provisions of all statutes relative to the proper and complete discharge of its duties.

Dated August 2nd, 2000

IBC Fiduciary Inc.

By 
Registered agent

**WRITTEN RESOLUTION OF THE
DIRECTOR OF
EXEX INC.**

Pursuant to the authorization of the shareholders the following resolutions were approved by all of the directors of Exex Corporation :

RESOLVED, that the corporation's capital structure be changed to authorize the following:

Class A	Preferred Non-Voting Stock	600,000 shares
Class B	Common Non-Voting Stock	300,000 shares
Class C	Common Voting Stock	100,000 shares

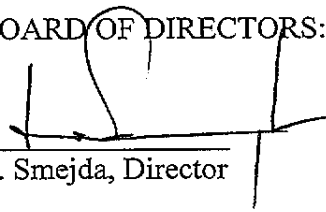
each of which shares shall have a par value of \$ 0.01 (one cent) and the characteristics indicated in the appended Restated Articles of Incorporation of Exex Inc.

RESOLVED, that the appended Restated Articles are hereby adopted, ratified and approved

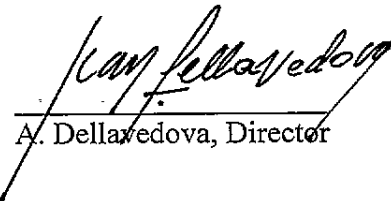
RESOLVED, that the officers of Exex Corporation file with the Florida Secretary of State the necessary forms and fees to implement the aforementioned as per the Articles of Amendment.

DATE: August 2, 2000.

BOARD OF DIRECTORS:



L. Smejda, Director



A. Dellavedova, Director