

M 39370

CT CORPORATION

CORPORATION(S) NAME

Canex Corporation

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2002 MAR -1 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	Restatement of Articles	
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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3/1/02

Order#: 5158535

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Ref#: *****43.75 *****43.75

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette MAR 01 2002

AMENDED & RESTATED ARTICLES OF INCORPORATION

FIRST: The name of this corporation is CANEX CORPORATION (the "Corporation")

SECOND: The Corporation shall have perpetual existence.

THIRD: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida

FOURTH: The Corporation is authorized to issue up to an aggregate number of Three Million (3,000,000) shares, each with a par value of One Dollar (\$1.00).

FIFTH: (a) The shares are to be divided into classes, and the designation of each class of shares is as follows:

Preferred Stock	2,000,000	Class "A"
Common Non-Voting Stock	900,000	Class "B"
Common Voting Stock	100,000	Class "C"

(b) The Corporation's Board of Directors may specify the preferences, limitations, and relative rights of Class "A", Class "B" and Class "C" shares upon designating and authorizing such shares.

SIXTH: The Corporation's Board of Directors shall have full and unfettered authority to establish a series for the Class "A", Class "B" and Class "C" stock, and to fix and determine the variations of the relative rights and preferences between, among, or within any series.

SEVENTH: The Corporation's principal office and mailing address is 300 Biscayne Way, Suite 901, Miami, FL 33131.

EIGHTH: The name of the Corporation's registered agent is Cyberex Inc., which is located at 300 Biscayne Way, Suite 901, Miami, Florida 33131.

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TALLAHASSEE, FLORIDA

NINTH: The name and address of the Corporation's director is:

A. Alexander
300 Biscayne Way, Suite 901
Miami, Florida 33131

TENTH: The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Class "C" Stockholders or the Directors.

ELEVENTH: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

TWELFTH: This Corporation reserves the right to amend or repeal any provisions contained in these Amended & Restated Articles of Incorporation, in Accordance with the provisions of the Florida General Corporation Act.

THIRTEENTH: A majority of the Corporation's shareholders approved these Amended & Restated Articles of Incorporation on February 21, 2002.

The undersigned has executed these Amended & Restated Articles of Incorporation on this twentyfirst (21st) day of February, 2002.

CANEX CORPORATION


By: A. Alexander
Its: Sole Director

The Corporation's registered agent, Cyberex Inc., hereby acknowledges and accepts its obligations pursuant to Florida Statutes Section 607.0501.

Dated: February 21, 2002 CYBEREX INC.


By: A. Delavedova
Its: President

RESOLUTION BY THE SHAREHOLDERS OF CANEX CORPORATION

WHEREAS, Canex Corporation (the "Corporation") filed its Articles of Incorporation (the "Articles") on September 30, 1986; and

WHEREAS, the Corporation has decided to further amend the Articles in order to effectuate certain changes, including, but not limited to, an increase in the Corporation's number of authorized shares (the "Amendments"); and

WHEREAS, the Corporation has re-drafted the Articles to include the Amendments (the "Restated Articles").

NOW, THEREFORE, BE IT RESOLVED EFFECTIVE MARCH 1, 2002:

1. That the Corporation's Officers and Directors be:

Director:	A. Alexander,
President:	A. Dellavedova,
Secretary:	J. Bowden
Treasurer:	A. Nuh; and

2. That a new class of stock is authorized, namely Class "A" Preferred Stock of the Corporation at an aggregate number of two million (2,000,000) shares of stock having a par value of one dollar; and
3. That the authorized Class "B" Common Non-Voting Stock of the Corporation be increased from one thousand (1,000) shares of stock having a par value of one dollar per share to an aggregate number of nine hundred thousand (900,000) shares of stock having a par value of one dollar; and
4. That the authorized Class "C" Common Voting Stock of the Corporation be issued at a number of one hundred thousand (100,000) shares of stock having a par value of one dollar; and the former Class "A" stockholdings shall be converted into Class "C" stockholdings at a 1:10 ratio; and
5. That the President and Secretary of the Corporation be, and are authorized to execute the Restated Articles which include the Amendments, and to file such Restated Articles in the office of the Secretary of State in Tallahassee; and

6. That the proper officers of the Corporation are authorized and directed to secure new stock certificates for the Corporation evidencing the increase in the capital stock; and
7. That the proper officers of the Corporation are authorized to pay any and all fees and expenses, and to undertake any and all acts that may be necessary in order to effectuate the Amendments, as set forth in the Restated Articles.

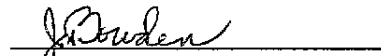
DATED: February 20, 2002 & EXECUTED BY ALL OF THE SHAREHOLDERS:

AMAREX CORPORATION



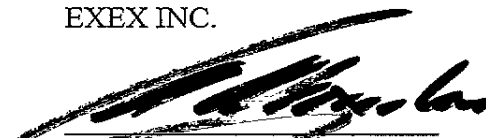
by: A. Alexander, President

DEUTSCHE FINANZ AG CORPORATION




by: J. Bowden, Secretary

EXEX INC.



by: A. Alexander, President

IBC FIDUCIARY INC.



by: L. Smejda, Vice President

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CANEX CORPORATION**

Pursuant to the provisions of Section 607.10025(4), Florida Statutes, the undersigned corporation hereby certifies the following regarding its Restated Articles of Incorporation (the "Restated Articles"):

1. The name of the corporation is Canex Corporation (the "Corporation")
2. The Corporation's Board of Directors approved by resolution the Restated Articles on February 21, 2002.
3. The Corporation's Restated Articles shall be effective as of March 1, 2002.
4. The Restated Articles do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series, and do not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.
5. The Restated Articles are attached to this Certificate of Amendment.

Dated: February 21, 2002

CANEX CORPORATION
a Florida corporation



By: A. Alexander
Its: Director



By: A. Dellavedova
Its: President

**RESOLUTION BY THE BOARD OF DIRECTORS
OF CANEX CORPORATION**

WHEREAS, Canex Corporation (the "Corporation") filed its Articles of Incorporation (the "Articles") on September 30, 1986 (Document Number M38370); and

WHEREAS, the Corporation has decided to amend the Articles in order to effectuate certain changes, including, but not limited to, an increase in the Corporation's number of authorized shares (the "Amendments"); and

WHEREAS, the Corporation has re-drafted the Articles to include the Amendments (the "Restated Articles").

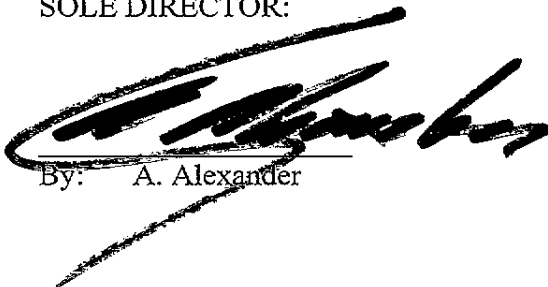
WHEREAS, the Corporation's shareholders approved the Amendments as reflected in the Restated Articles on February 21, 2002;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Corporation's Board of Directors approves the Amendments as reflected in the Restated Articles of Incorporation hereto appended; and
2. The Corporation's President shall execute said Restated Articles of Incorporation, and file them in the office of the Florida Secretary of State in Tallahassee; and
3. The proper officers of the Corporation shall pay any and all fees and expenses, and undertake any and all acts that may be necessary in order to fully implement the Restated Articles of Incorporation.

DATED: February 21, 2002

SOLE DIRECTOR:


By: A. Alexander