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Corporation(s) Name

*Restated
Articles*

Amarex

Profit
 Nonprofit

Amendment

Merger

Foreign
 LLC

Dissolution
 Withdrawal

Mark

Limited Partnership
 Reinstatement
 UCC 1 or 3

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Other
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FILED
00 MAY 26 PM 4:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OR
5/26/00

RESTATED ARTICLES OF INCORPORATION
OF
AMAREX CORPORATION

FILED
00 MAY 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporate is AMAREX CORPORATION.

SECOND: The address of the principal office, if known, and the mailing address of the Corporation is:

444 Brickell Avenue, Suite 51-246, Miami, Florida 33131.

THIRD: The number of shares the corporation is authorized to issue is: One Million (1,000,000) shares with a par value of One Dollar (\$ 1.00) each.

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

Preferred Non Voting Stock	900,000 Class A
Common Non Voting Stock	90,000 Class B
Common Voting Stock	10,000 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.

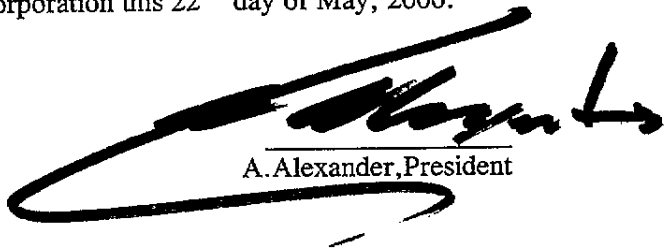
SIXTH: The name and address of the initial registered agent and office of this corporation is:

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:

Alexander, A.
444 Brickell Ave. Suite 51-246
Miami, Florida 33131

The undersigned has executed these Restated Articles of Incorporation this 22ND day of May, 2000.


A. Alexander, President

ARTICLES OF AMENDMENT
OF
AMAREX

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 August 24, 1988 are hereby cancelled and the fully Restated Articles hereto appended are substituted in their place.
- SECOND: The amendment was approved by the shareholders on May 22nd 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 May 22nd 2000.

Executed this May 22, 2000

Amerex Corporation

BY: 

A. Alexander, Director