

P00000022683

OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

March 15, 2000

FILED
00 MAR 17 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32319

800003174728--2
-03/17/00--01088--001
*****35.00 *****35.00

Re: Distribution Tech.com, Inc.

Ladies and Gentlemen:

Enclosed please find two original Amended and Restated Articles of Incorporation of Distribution Tech.com, Inc. and our firm's check for \$35.00 representing the filing fee. Please call if you have any questions.

Sincerely



Louis R. Montello

LRM/amc
Enclosures

Amended & Restated Art.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DISTRIBUTION TECH.COM, INC.**

FILED
00 MAR 17 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Original Articles of Incorporation filed with
the Florida Department of State on March 6, 2000**

On March 14, 2000, the sole Incorporator of Distribution Tech.com, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is DistributionTech.com, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 2000 N.W. 84th Avenue, Miami, Florida 33122.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	common

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its registered agent at such office is Louis R. Montello.

ARTICLE V

Indemnification

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

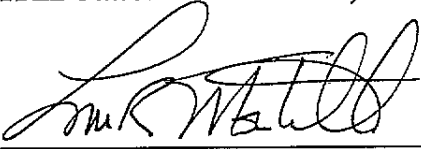
ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on March 14, 2000.

DISTRIBUTION TECH.COM, INC.

By: 

Louis R. Montello
Sole Incorporator

**CERTIFICATE
OF THE
SOLE INCORPORATOR
OF
DISTRIBUTION TECH.COM, INC.**

FILED
00 MAR 17 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Distribution Tech.com (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation.

(b) The Corporation has not issued shares and the Corporation's sole Incorporator adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on March 14, 2000, pursuant to Section 607.1005 of the Florida Business Corporation Act.

DISTRIBUTION TECH.COM, INC.

By: 

Louis R. Montello,
Sole Incorporator