

P00000042047

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

ACTIVEGO.COM SOFTWARE SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 5
Estimated Charge	\$43.75

Amended & Restated

12/08/2000

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 2000

ACTIVEGO.COM SOFTWARE SOLUTIONS, INC.
576 WILLOW BEND RD
WESTON, FL 33327

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: ACTIVEGO.COM SOFTWARE SOLUTIONS, INC.
REF: P00000042047

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACTIVEGO.COM SOFTWARE SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation is ACTIVEGO.COM SOFTWARE SOLUTIONS, INC. (the "Corporation")

ARTICLE II

Address

The address of the principal office, and the mailing address of the corporation is:

**10302 N.W. South River Drive
Bay # 8
Medley, FL 33178**

ARTICLE III

Capital Stock

The total authorized shares of the Corporation shall be 5,000,000. The Corporation shall have authority to issue a total of 5,000,000. shares, consisting of common stock, \$0.01 par value per share (the "Common Stock").

ARTICLE IV

Registered Agent and Office

The registered agent of the Corporation is Carlos Lander and the address of the registered agent is 10302 N.W. South River Drive, Bay # 8 Medley, FL 33178.

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ARTICLE V**Amendment**

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

ARTICLE VI**Board of Directors**

The number of directors constituting the Board of Directors of the Corporation is seven (7). The names and addresses of the individuals who are to serve as the members of the Board of Directors are:

NAME**ADDRESS****Julio Carbonell****576 Willow Bend Rd.
Weston, FL 33327****Carlos M. Lauder****10302 N.W. South River Drive
Bay # 8
Medley, FL 33178****Carlos J. Carbonell****10302 N.W. South River Drive
Bay # 8
Medley, FL 33178****Francisco Miñan****10302 N.W. South River Drive
Bay # 8
Medley, FL 33178****Arnaldo Gbersi****10050 N.W 116 way
Suite # 11
Medley, FL 33178**

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ARTICLE VII**Officers**


The name, title and mailing address of each person who is to serve as an officer until a successor is elected and qualified, is as follows:

Name	Address	Title
Julio Carbonell	576 Willow Bend Rd. Weston, FL 33327	Secretary
Carlos M. Lander	10302 N.W. South River Drive Bay #8 Medley, FL 33178	President and CEO
Carlos J. Carbonell	10302 N.W. South River Drive Bay # 8 Medley, FL 33178	Chief Technology Officer
Francisco Miñan	10302 N.W. South River Drive Bay # 8 Medley, FL 33178	General Manager

ARTICLE VIII**Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 22nd day of October, 2000.




Carlos M. Lander
Director. - President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Activego.com Software Solutions, Inc., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Statutes.



Carlos Lander

Dated: October 22, 2000

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12/08/2000

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Certificate for Restated Articles of Incorporation

ACTIVEGO.COM SOFTWARE SOLUTIONS, INC.

The restatement was adopted by the board of directors and does not contain any amendment requiring share holder approval.

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