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BASIC AMENDMENT

NATIVE AMERICAN DEVELOPMENT CORPORATION

Please give us today's (2/16/2001) date. Thank you.

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Amended & Restated

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Articles

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DIVISION OF CORPORATIONS

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**Morgan, Lewis
& Bockius LLP**
COUNSELORS AT LAW

February 20, 2001

VIA FACSIMILE (850) 922-4000

Ms. Karen Gibson
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Native American Development Corporation

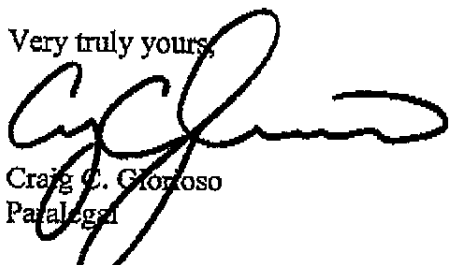
Dear Ms. Gibson:

Thank you for your letter dated February 19, 2001. Please note that the word "initial" should remain in the articles because Thomas G. Bongard and H.A. Dennis were the same individuals originally designated as members of the board of directors at the time of incorporation.

Accordingly, please accept the filing of the enclosed Articles of Restatement of Native American Development Corporation with the February 16, 2001 filing date.

Should you have any questions, please contact me.

Very truly yours,



Craig C. Glorioso
Paralegal

Enclosures

1-ML:402524.1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 2001

NATIVE AMERICAN DEVELOPMENT CORPORATION
NAGIN GALLOP FIGUEREDO, P.A.
3225 AVIATION AVE., THIRD FLOOR
MIAMI, FL 33133

SUBJECT: NATIVE AMERICAN DEVELOPMENT CORPORATION
REF: P00000076326

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

PLEASE REMOVE THE WORD INITIAL FROM ARTICLE VII.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E01000018283
Letter Number: 601A00010357

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

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ARTICLES OF RESTATEMENT

OF

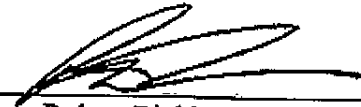
NATIVE AMERICAN DEVELOPMENT CORPORATION

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, Native American Development Corporation, a Florida corporation, does hereby make and certify these Articles of Restatement of its Articles of Incorporation:

1. The name of the corporation is: Native American Development Corporation.
2. The amended and restated Articles of Incorporation, containing the text of amendments adopted, is set forth as Exhibit A attached to these Articles of Restatement and incorporated herein.
3. The amendments to the Articles of Incorporation contained in the restated Articles of Incorporation were adopted by unanimous vote of the Board of Directors on February 1, 2001.
4. Shareholder approval of the amended and restated Articles of Incorporation was not required because no shares had been issued as of the date of adoption by the Board of Directors.

Dated: February 1, 2001.

NATIVE AMERICAN DEVELOPMENT CORPORATION

By 
 Name: Robert Rivkin
 Title: President

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Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIVE AMERICAN DEVELOPMENT CORPORATION

ARTICLE I

Name

The name of the corporation is:

Native American Development Corporation

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation is:

Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue, Third Floor
Miami, Florida 33133

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of (i) 100,000,000 shares of Common Stock, \$.001 par value (the "Common Stock"), and (ii) 10,000,000 shares of Preferred Stock, \$.001 par value (the "Preferred Stock").

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(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.** Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the board of directors between different series including, without limitation, the following:

- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of Preferred Stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated series of Preferred Stock, (i) increase the number of shares of any such previously-designated series or (ii) establish a new series of Preferred Stock and fix and determine rights and preferences for such new series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

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ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue, Third Floor
Miami, Florida 33133

The name of the corporation's initial registered agent at that office is Luis R. Figueredo.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Luis R. Figueredo
Nagin Gallop Figueredo, P.A.
3225 Aviation Avenue, Third Floor
Miami, Florida 33133

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individuals who are to serve as members of the initial board of directors are:

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Thomas G. Bongard
1001 United States Highway One, 4th Floor
Jupiter, Florida 33477

H.A. Dennis
4317 Boone Northeast
Albuquerque, New Mexico 87109

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