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Division of Corporations

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BASIC AMENDMENT

EQUALA COMMUNICATIONS GROUP, INC.

Certificate of Status	0
Certified Copy	1
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Amended & Resubmitted

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EQUALA COMMUNICATIONS GROUP, INC.

EQUALA COMMUNICATIONS GROUP, INC. f/k/a ANYTHING EMAIL, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by the Board of the Directors of the Corporation and approved by the shareholders of the Corporation on December 19, 2002. The number of votes cast for the amendment were sufficient for approval.

2. The Articles of Incorporation of the Corporation (originally filed January 17, 2001), as previously amended, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation shall be *Equala Communications Group, Inc.*

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the Corporation shall be authorized to issue is Nine Million (9,000,000), divided into classes as follows:

Three Million (3,000,000) shares shall be common stock, no par value per share ("Common Stock").

Six Million (6,000,000) shares shall be non-voting common stock, no par value per share ("Non-Voting Common Stock").

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1. General. The powers, preferences and rights of the Common Stock and the Non-Voting Common Stock, and the qualifications, limitations or restrictions thereof, shall be in all respects identical, and the Common Stock and the shares of Non-Voting Common Stock shall be treated equally in all respects, except as otherwise required by law or expressly provided in this Article III.

2. Voting. Each share of Common Stock shall have one vote upon all matters to be voted on by the holders of the Common Stock. The Non-Voting Common Stock shall not be entitled to vote on any matter or matters submitted to the shareholders (whether at a meeting or by written consent or otherwise), except as otherwise expressly set forth herein or required by applicable law.

3. Dividends, Splits or Combinations.

(a) When and as dividends are declared, whether payable in cash, in property or securities of the Corporation, the holders of the Non-Voting Common Stock shall be entitled to share equally with the holders of the Common Stock on a share-for-share basis in such dividends, except as provided herein.

(b) Dividends may be declared and paid to the holders of the Common Stock and the holders of the Non-Voting Common Stock in cash, property, or other securities of the Corporation out of any funds or other assets of the Corporation legally available therefor.

(c) If and when dividends on the Common Stock and the Non-Voting Common Stock are declared payable from time to time by the Board of Directors, whether payable in cash, in property or in shares of stock of the Corporation, the holders shall be entitled to share equally, on a per share basis, in such dividends, except that:

(i) dividends or other distributions payable in shares of stock of the Corporation shall be made to all holders of Common Stock and Non-Voting Common Stock and shall be made only (1) in shares of Common Stock to the record holders of Common Stock and in shares of Non-Voting Common Stock to record holders of Non-Voting Common Stock, or (2) in any other authorized class or series of capital stock to the record holders of both classes of Common Stock and Non-Voting Common Stock, regardless of the fair market value of such shares received in payment of such dividend or other distribution; provided, however, that if such other authorized class or series of capital stock has voting rights (the "Voting Class"), an additional class or series of capital stock shall be created which series shall be identical in all respects, except that it shall not have any voting rights (except as required by law) (the "Non-Voting Class"), and dividends or other distributions of the Voting Class shall be made only to holders of Common Stock and of the Non-Voting Class to holders of Non-Voting Common Stock, and

(ii) dividends or other distributions payable in options, warrants or other rights for the purchase of, or stock or other securities convertible into or exchangeable or redeemable for shares of Common Stock or Non-Voting Common Stock (collectively,

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"Options"), unless otherwise provided by the Board of Directors with respect to such Options, shall be made to all holders of Common Stock and Non-Voting Common Stock and may be made in securities convertible into Common Stock or Options to acquire Common Stock to the record holders of Common Stock and in securities convertible into Non-Voting Common Stock or Options to acquire Non-Voting Common Stock to the record holders of Non-Voting Common Stock.

(d) If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Common Stock or Non-Voting Common Stock, the outstanding shares of the other such class shall be proportionally split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the other class have been split, subdivided or combined.

4. Business Combinations; Dissolution. In the event of merger, consolidation, combination or similar transaction of the Corporation with another entity (whether or not the Corporation is the surviving entity) or in the event of liquidation, dissolution or winding up of the Corporation, holders of Non-Voting Common Stock shall be entitled to receive in respect of each share of Non-Voting Common Stock the same kind, and at the same ratio, of shares, evidences of indebtedness, other securities, cash, rights, or any other property, or any combination of shares, evidence of indebtedness, securities, cash, rights, or any other property as holders of Common Stock shall be entitled to receive in respect of each share, except that in any merger, consolidation, combination or similar transaction, any common stock that holders of Non-Voting Common Stock shall be entitled to receive may have terms substantially similar to those of the Non-Voting Common Stock set forth in this Article III.

ARTICLE IV. ADDRESS

The principal address of the Corporation is 4803 N. Dixie Highway, Ft. Lauderdale, Florida 33334.

The street address of the registered office of the Corporation is c/o Edwards & Angell, LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed

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action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

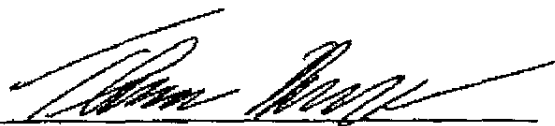
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ARTICLE VIII. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal on this 31 day of January, 2003.



Signature

Print Name:

Thomas Rento

Title:

C.E.O.

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