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BASIC AMENDMENT

LENDCO, INC.

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Amended & Restated
Art.
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 14, 2004

LENDCO, INC.
2332 GALIANO STREET
CORAL GABLES, FL 33134

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

SUBJECT: LENDCO, INC.
REF: P03000137097

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 DOCUMENT MUST CONTAIN THE NAME OF THE PERSON SIGNING ON BEHALF OF THE NEW REGISTERED AGENT.

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

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Darlene Connell
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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

LENDCO, INC.

ARTICLE I

Name

The name of the Corporation is Lendco, Inc. (the "Corporation") and the address of the principal office and the mailing office of the Corporation is 1601 Washington Avenue, Suite 300, Miami Beach, Florida 33139.

ARTICLE II

Registered Agent and Office

The street address of the Corporation's registered office is 103 N. Meridian Street, Lower Level, Tallahassee, County of Leon, State of Florida 32301 and the name of its registered agent at such office is CorpDirect Agents, Inc.

ARTICLE III

Capital Stock

The Corporation shall have authority to issue a total of 20,000,000 shares of common stock, $0.01 par value per share.

ARTICLE IV

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the Florida Business Corporation Act, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the Florida Business Corporation Act or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE V

Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only:

(1) *On call of its board of directors or persons authorized to do so by its* bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI

Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

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

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

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.

These Amended and Restated Articles of Incorporation of this Corporation have been duly authorized and approved by a joint written consent of the sole director and the sole shareholder of the Corporation dated as of April 13, 2004 pursuant to Sections 607.0821, 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act. The number of votes cast for the amendments by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 13th day of April, 2004.

Denny R. Shestack, President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Lendco, 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.

CorpDirect Agents, Inc.

Tadlock Asst. Sec.

As agent for the Registered Agent
Patricia Tadlock

Dated: April 14th, 2004

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