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O'NEILL, DIMANNO & KELLY
ATTORNEYS AT LAW
15 BEEKMAN STREET
NEW YORK, NEW YORK 10038-1509

FILED
00 OCT -4 PM 4:04
TALLAHASSEE, FLORIDA
TELEPHONE (212) 267-5556
FACSIMILE (212) 271-3083
EUGENE T. MCQUADE
(1898-1965)

GERALD T. DIMANNO
JAMES A. KELLY, JR.
CHARLES V. O'NEILL
URBAN S. MULVEHILL*
SAMUEL W. SANSONE
JAMES P. SAUTER**

* ADMITTED IN NEW YORK AND CONN.
** ADMITTED IN NEW YORK, NEW JERSEY
AND CONN.

October 2, 2000

Via Express Mail

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: Behren Financial Strategies, Inc.

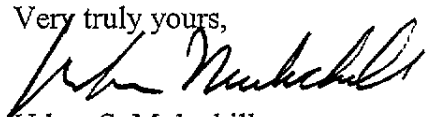
Dear Sir or Madam:

Enclosed for filing is an Amendment and Restated Articles of Incorporation for FSO Technologies, Inc. (originally incorporated under Behren's Financial Strategies, Inc.), along with a Certificate in support of the filing and our firm check in the amount of \$43.75 to cover the filing fee and certified copy.

Would you kindly send us a certified copy of the filing.

If there are any questions kindly call the undersigned.

Amend + Restate
10-18-00
UMS

Very truly yours,

Urban S. Mulvehill

USM:bn
Enclosures

O'NEILL, DIMANNO & KELLY

ATTORNEYS AT LAW

15 BEEKMAN STREET
NEW YORK, NEW YORK 10038-1509

GERALD T. DIMANNO
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EUGENE T. McQUADE
(1898-1965)

* ADMITTED IN NEW YORK AND CONN.

** ADMITTED IN NEW YORK, NEW JERSEY
AND CONN.

October 16, 2000

Via Express Mail

Ms. Louise Jackson
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Behren Financial Strategies, Inc.

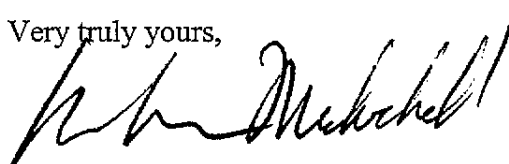
Dear Ms. Jackson:

Enclosed are the Amendment and Restated Articles of Incorporation for FSO Technologies, Inc. (originally incorporated under Behren Financial Strategies, Inc.), along with a Certificate in support of the filing. These are being resubmitted with the Original name of the Corporation in place of the new name. The second request for the date of adoption was properly set forth as we discussed. We have already submitted our firm check in the amount of \$43.75 to cover the filing fee and certified copy.

Would you kindly send us a certified copy of the filing.

If there are any questions kindly call the undersigned.

Very truly yours,



Urban S. Mulvehill

USM:bn
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 2000

O'NEILL, DIMANNO & KELLY
ATTN: URBAN S. MULVEHILL
15 BEEKMAN STREET
NEW YORK, NY 10038-1509

SUBJECT: BEHREN'S FINANCIAL STRATEGIES, INC.
Ref. Number: P96000003392

We have received your document for BEHREN'S FINANCIAL STRATEGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document with the current name of record. *must be changed*

aka → The date of adoption of each amendment must be included in the document.
also

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) 487-6957.

Doug Spitzer
Document Specialist

Letter Number: 100A00053661

RECEIVED
00 OCT 18 AM 8:49
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BEHREN'S FINANCIAL STRATEGIES, INC.

FILED
00 OCT -4 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute § 607.1007, the undersigned corporation, originally incorporated under the name "Behren's Financial Strategies, Inc.," on January 8, 1996, pursuant to resolutions duly adopted by its board of directors and shareholders, adopts the following as its Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the corporation) is FSO Technologies, Inc.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until the same may be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include until amended the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, except as may be herein expressly restricted, are as follows:

To provide personal financial planning;

To analyze personal finances and make mutual fund investment recommendations;

To monitor mutual funds and mutual fund investments;

To prepare and/or deliver information related to personal financial planning in various forms, including, but not limited to or necessarily including, newsletters, reports, bulletins, educational material and reference material in one or more formats, including, but not limited to or necessarily including, print, digitally stored formats and video;

To provide information on fraudulent financial practices and investor vulnerability for the protection of investors;

To conduct seminars, radio, television and other media presentations;

To hold such federal and state registrations and licenses, to file such federal and state filings and to maintain such federal and state records as may be required by the corporation's activities;

To have all powers conferred upon corporations organized under the Florida Business Corporation Act, except as herein expressly restricted.

The corporation shall not hold property or securities of others or any power to trade or deal in property or securities of others or to authorize others to trade or deal in property or securities of others.

FOURTH: Stock Authorization:

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 55,000,000 shares of capital stock consisting of:

(a) 50,000,000 shares of Common Stock, \$.001 par value per share (the "Common Stock"); and

(b) 5,000,000 shares of Preferred Stock, \$.001 par value per share (the "Preferred Stock").

The 1,000 shares of common stock with no par value previously authorized, of which 10 shares are issued and outstanding, shall be changed into 1,000 shares of the Common Stock at \$.001 par value authorized above, on a share for share basis.

PART A
COMMON STOCK

(a) Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of the Common Stock outstanding at the time of such payment.

(b) Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the Florida Business Corporation Act, the holders of Common Stock shall have exclusively all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when, as and if declared by the Board of Directors out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation remaining after payment to the holders of the Preferred Stock of the Corporation of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation as herein provided.

(c) In the event that the holder of any share of Common Stock shall receive any payment of any dividend on, liquidation of, or other amounts payable with respect to, any shares of Common Stock, which he is not then entitled to receive, he will forthwith deliver the same in the form received to the holders of shares of the Preferred Stock as their respective interests may appear, or the Corporation if no shares of Preferred Stock are then outstanding, and until so delivered will hold the same in trust for such holders or the Corporation.

(d) Each holder of shares of Common Stock shall be entitled to one vote for each share of such Common Stock held by him, and voting power with respect to all classes of securities of the Corporation shall be vested solely in the Common Stock, other than as specifically provided in the Corporation's Articles of Incorporation, as it may be amended, with respect to the Preferred Stock.

(e) All authorized and issued Common Stock without par value of the Corporation is hereby converted to the same number of shares of Common Stock with par value as set forth above and as part of the total number of shares of common stock with par value authorized above.

(f) No stockholder shall be entitled to any preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation or issuance of any of the authorized stock of the Corporation.

PART B PREFERRED STOCK

Authority is hereby vested in the Board of Directors of the Corporation to provide for the issuance of Preferred Stock in one or more series, and in connection therewith to fix by resolution, providing for the issue of such series, the designation, number of shares to be included, full or limited voting powers, and such of the preferences and relative participating, optional or other special rights and limitations of such series, including, without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.

FIFTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 608.0850 (7) of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit.

SIXTH: The address of the registered office of the corporation in the State of Florida is 2417 Golf Brook Drive, West Palm Beach, Florida 33414, and the name of the registered agent of the corporation at such address is Robert A. Behren. The principle office address and the registered office address are the same.

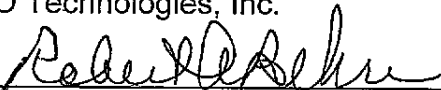
SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters

referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated, September 22, 2000.

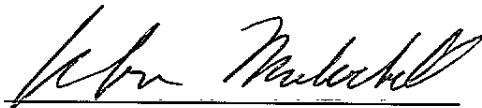
FSO Technologies, Inc.

By 
ROBERT A. BEHREN, President

The State of New York)
County of New York)

The above instrument was acknowledged before me on September 22, 2000, by Robert A. Behren, President of FSO Technologies, Inc., a Florida corporation, on behalf of the corporation. Robert A. Behren is personally known to me.

Notary Public:



URBAN MULVEHILL
Notary Public, State of New York
No. 31-489884
Qualified in New York County
Commission Expires June 1, 199
201