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BASIC AMENDMENT

INTERACTIVE TOASTER COMPANY

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 2000

INTERACTIVE TOASTER COMPANY
20423 STATE RD 7
STE 383
BOCA RATON, FL 33063US

SUBJECT: INTERACTIVE TOASTER COMPANY
REF: F98000027174

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Darlene Connell
Corporate Specialist

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTERACTIVE TOASTER COMPANY**

(Document Number P98000027174)

The directors and shareholders of WINDOUGH.COM, INC. (f/k/a INTERACTIVE TOASTER COMPANY), a Florida corporation (the "Corporation") have duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I.

The name and address of this Corporation shall be: WINDOUGH.COM, INC., 20283 State Road Seven, Suite 300, Boca Raton, Florida 33498, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty-five Million (25,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock with a par value of \$.001 per share (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law.

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Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

ARTICLE IV.

The registered office of this Corporation is 20283 State Road Seven, Suite 300, Boca Raton, Florida 33498. The registered agent at that address is Scott D. Kurland.

ARTICLE V.

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from to time in the manner provided in the Corporation's Bylaws.

ARTICLE VI.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction

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with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VII

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE VIII

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed by its undersigned officer this 20th day of January, 2000.

WINDOUGH, INC. (f/k/a INTERACTIVE
TOASTER COMPANY, a Florida
corporation

By: 

Scott D. Kurland, President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That WINDOUGH, INC. (f/k/a INTERACTIVE TOASTER COMPANY), has designated 20283 State Road Seven, Suite 300, Boca Raton, Florida 33498, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Scott D. Kurland as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 20th day of January, 2000.



Scott D. Kurland
Registered Agent

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