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To:

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Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110492003053
Phone : (305)672-0686
Fax Number : (305)672-9110

BASIC AMENDMENT
PIXEL ADVERTISING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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Amended & Restated
w/ NAME CHANGE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2000

PIXEL ADVERTISING, INC.
1001 FOURTH ST. APT. 1
MIAMI BEACH, FL 33139SUBJECT: PIXEL ADVERTISING, INC.
REF: P99000071990

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.

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ARTICLES III & V ARE BOTH AMENDING THE REGISTERED AGENT. IS THIS AN ERROR????

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
Corporate SpecialistFAX Aud. #: H000000010363
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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective March 6, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Zerone, Inc.

Old Name: PIXEL ADVERTISING, Inc.

Article II. Address

The mailing address of the Corporation is:

Zerone, Inc.

800 West Avenue #426

Miami Beach FL 33139

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Consuelo Castaneda

Alfredo Rabaza

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

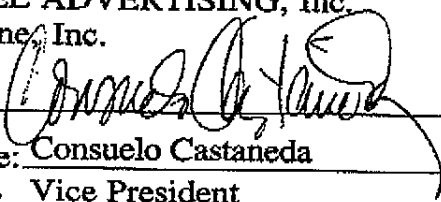
The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

PIXEL ADVERTISING, Inc.
Zerone, Inc.

By: 

Name: Consuelo Castaneda

Title: Vice President

Date: March 6, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Zerone, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.

941 Fourth Street #200

Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.

Roger A. Reyes, Vice President

Date: March 7, 2000

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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