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From:

Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.
Account Number : I20000000207
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BASIC AMENDMENT
MARKETGRADER.COM CORP.

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Amend, Rest.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARKETGRADER.COM CORP.**

Pursuant to Section 607.1007 of the Florida Statutes, Markegrader.Com Corp., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and the shareholders on Feb. 25, 2005;
2. The number of votes cast for the amendments by the shareholders was sufficient for approval;
3. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and address of this Corporation shall be:

Marketgrader.com Corp.

ARTICLE II

ADDRESS

The principal place of business and mailing address of this Corporation shall be:

156 Almeria Avenue, Suite 201
Coral Gables, Florida 33134

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,021,000 shares of Common Stock having a par value of \$.01 per share.

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ARTICLE V**TERM OF EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be:

Rafferty, Stolzenberg, Gelles, Tenenholz & Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

Keith Stolzenberg, Esq.

ARTICLE VII**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

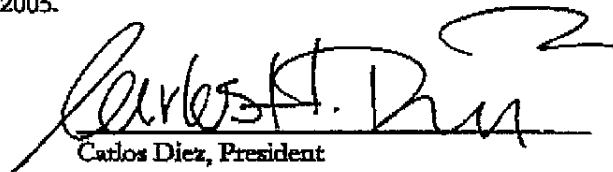
ARTICLE VIII**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Carlos Diaz	156 Almeria Avenue, Suite 201 Coral Gables, Florida 33134
Ralph Rochetzn	10305 NW 41 st Street, Suite 111 Miami, Florida 33178-2975

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IN WITNESS WHEREOF, the undersigned, President of Marketgrader.com Corp., does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Miami, Florida, for the uses and purposes aforesaid, this 25th day of February, 2005.



Carlos Diez, President

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MARKETGRADER.COM CORP., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131 has named Keith Stolzenberg, Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Keith Stolzenberg, Registered Agent