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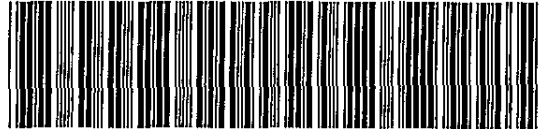
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SECRETARY OF STATE
TALLAHASSEE, FL

04 MAY -3 AM 9:33

FILED

5-7

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MediaBrains.com, Inc.
(Name of corporation)

DOCUMENT NUMBER: F 99 000006424

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Suzanne Talmont
(Name of person)

MediaBrains Inc.
(Name of firm/company)

999 Vanderbilt Beach Road, Suite 607, Naples, FL 34108
(Address)

Naples Florida 34108
(City/state and zip code)

For further information concerning this matter, please call:

Suzanne Talmont at (239) 594-3259
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|--|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F99000006424

(Document number of corporation (if known))

FILED
04 MAY -3 AM 9:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. MediaBrains, Com, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 12/13/1999

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4/13/04

5. MediaBrains Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Suzanne Talmont

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Suzanne Talmont

(Typed or printed name of person signing)

4/27/04

(Date)

Secretary and Treasurer

(Title of person signing)

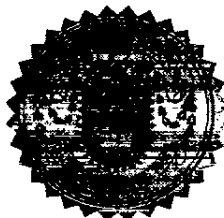
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MEDIABRAINS.COM, INC.", CHANGING ITS NAME FROM "MEDIABRAINS.COM, INC." TO "MEDIABRAINS INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 2004, AT 4:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2881636 8100

040269669

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3050425

DATE: 04-13-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:36 PM 04/13/2004
FILED 04:36 PM 04/13/2004
SRV 040269669 - 2881636 FILE

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MEDIABRAINS.COM, INC.**

MediaBrains.com, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The present name of the Corporation is MediaBrains.com, Inc. The Corporation's Certificate of Incorporation was initially filed with the office of the Secretary of State of the State of Delaware on April 8, 1998 under the name InfoXpress.com, Inc.

SECOND: The Corporation filed an Amended and Restated Certificate of Incorporation with the office of the Secretary of State of the State of Delaware on March 9, 2000, which was duly adopted, pursuant to Sections 141(f), 228, 242 and 245 of the Delaware General Corporation Law, by written consent of the Board of Directors on February 25, 2000 and by written consent of the stockholders of the Corporation on March 8, 2000.

THIRD: This Second Amended and Restated Certificate of Incorporation was duly adopted, pursuant to Sections 141(f), 228, 242 and 245 of the Delaware General Corporation Law, by written consent of the Board of Directors on October 17, 2003 and by written consent of the stockholders of the Corporation on October 17, 2003.

FOURTH: This Second Amended and Restated Certificate of Incorporation restates, integrates and further amends the Amended and Restated Certificate of Incorporation of the Corporation to, among other things, (i) change the name of the Corporation from "MediaBrains.com, Inc." to "MediaBrains Inc.", (ii) effect a recapitalization of the Corporation by terminating its existing Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, and (iii) amend the provisions with respect to its Common Stock to, among other things, establish two new classes of Common Stock: Class A Common Stock and Class B Common Stock.

RESOLVED, that the Certificate of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is MediaBrains Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law (the "DGCL") of Delaware. The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the DGCL.

ARTICLE IV

A. Class of Stock. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is 20,000,000 shares, of which 10,635,682 are designated Class A Common Stock, par value \$.001 per share (the "Class A Common Stock"), and 9,364,318 of which are designated Class B Common Stock, par value \$.001 per share (the "Class B Common Stock").

B. Rights, Preferences and Restrictions of Common Stock. The Common Stock authorized by this Second Amended and Restated Certificate of Incorporation may be issued from time to time in one or more classes or one or more series within any class thereof. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article IV(B).

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be distributed among the holders of the Common Stock ratably in proportion to the number of shares of Common Stock then held by them.

3. Redemption. Except as otherwise provided in the First Amended and Restated Stockholders Agreement, dated October 20, 2003, by and among the Corporation and the holders of Common Stock set forth therein, the Common Stock is not redeemable.

4. Voting Rights. Except as otherwise required by law or hereinafter set forth, the holders of the Class A Common Stock shall be entitled to notice of any meeting of stockholders and shall vote together with the holders of the Class B Common Stock as a single class upon each matter submitted to the stockholders for a vote. With respect to all questions as to which, under law, stockholders are required to vote by classes, each of the Class A Common Stock and Class B Common Stock shall vote as separate classes apart from each other. Holders of Common Stock shall be entitled to one vote per share on any matter as to which they are entitled to vote.

The holders of Common Stock agree that, except as set forth below, in any election of directors of the Corporation, they shall vote all shares of capital stock of the Corporation owned or controlled by them to elect a Board of Directors consisting of three directors as set forth below:

(a) Until the later of such time as (i) Joseph Buckheit ("Buckheit") is no longer serving as the Chief Executive Officer of the Corporation on a full-time basis, or (ii) Buckheit owns less than 15% of the capital stock of the Corporation, the Board of Directors shall consist of two directors designated by the holders of a majority of the Class A Common Stock (the "Class A Directors"), and the remaining director shall be Buckheit.

(b) Thereafter, the Board of Directors shall consist of the Class A Directors, and the remaining director shall be designated by the holders of a majority of the Common Stock (the "Common Stock Director").

Each holder of Common Stock shall cause the Class A Directors and Buckheit or the Common Stock Director, as the case may be, to be elected to the Board of Directors as provided above. In the event of any vacancy in the Board of Directors, each holder of Common Stock shall vote all shares of capital stock owned or controlled by such holder of Common Stock and to otherwise use his, her or its best efforts to fill such vacancy so that the Board of Directors of the Corporation will include directors designated as provided above. Each holder of Common Stock agrees to vote all shares of capital stock owned or controlled by such holder of Common Stock for the removal of a Class A Director whenever (but only whenever) there shall be presented to the Board of Directors the written direction that such Class A Director be removed, signed by the holders of a majority of the Class A Common Stock. Upon the later of such time as Buckheit (i) no longer owns 15% or more of the capital stock of the Corporation, and (ii) no longer serves as the Chief Executive Officer on a full-time basis of the Corporation, each holder of Common Stock agrees to vote all shares of capital stock owned or controlled by such holder of Common Stock for the removal of Buckheit, unless holders of a majority of the Common Stock determine in writing to retain Buckheit as a Common Stock Director.

The Board of Directors is authorized to fix such other relative rights, preferences and limitations of the Common Stock provided that such relative rights, preferences and limitations are not inconsistent with this Article IV(B) of this Second Amended and Restated Certificate of Incorporation and the DGCL and are consented to by the holders of the majority of the Class A Common Stock.

ARTICLE V

In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

A. Amendment or Repeal of By-Laws. Subject to the limitations and exceptions, if any, contained in the By-Laws of the Corporation, the By-Laws may be adopted, amended or repealed by the Board of Directors of the Corporation; and

B. Election of Directors. Elections of directors need not be by written ballot unless, and only to the extent, otherwise provided in the By-Laws; and

C. Book of the Corporation. Subject to any applicable requirements of law, the books of the Corporation may be kept outside the State of Delaware at such locations as may be designated by the Board of Directors or in the By-Laws of the Corporation; and

D. Number of Authorized Shares of Stock. Except as provided to the contrary in the provisions establishing a class or series of stock, the number of authorized shares of such class or series may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote or written consent of a majority in voting power of the stock of the Corporation entitled to vote, voting together as a single class.

ARTICLE VI

A. Limitation of Director Liability. To the fullest extent that the DGCL or any other law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Article VI(A) shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal.

B. Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnitee") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnitee. Notwithstanding the preceding sentence, the Corporation shall not be required to indemnify an Indemnitee in connection with a proceeding (or part thereto) commenced by such Indemnitee unless the commencement of such proceeding (or part thereto) by the Indemnitee was authorized by the Board of Directors of the Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each Indemnitee may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such Indemnitee's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of this Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person. No amendment to, or modification or repeal of, this Article VI(B) (other than as a result of a change in applicable law as set forth above), shall adversely affect any right or protection of a director, officer employee or agent of the Corporation existing at the time of such amendment, modification or repeal.

ARTICLE VII


Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE VIII

Except as provided herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein, are granted subject to this reservation.

IN WITNESS WHEREOF, said MediaBrains.com, Inc. has caused this certificate to be signed by Joseph Buckheit, its President, as of the 17th day of October, 2003.

MEDIABRAINS.COM, INC.

By: 
Name: Joseph Buckheit
Title: President

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