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BASIC AMENDMENT

PROGRESSIVE BUSINESS SOLUTIONS, INC.

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CARLTON FIELDS

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August 31, 1999

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROGRESSIVE BUSINESS SOLUTIONS, INC.**

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Progressive Business Solutions, Inc.

ARTICLE II

Principal Offices and Mailing Address

The principal office and mailing address of the Corporation is 5902-A Breckenridge Parkway, Tampa, Florida 33610.

ARTICLE III

Capital Shares

The total number of shares that the Corporation shall have authority to issue is Twenty-Seven Million (27,000,000), consisting of Twenty-Five Million (25,000,000) common shares having a par value of one cent (\$.01) per share (the "Common Shares"), and Two Million (2,000,000) preferred shares having a par value of one cent (\$.01) per share (the "Preferred Shares").

The Board of Directors of the Corporation (the "Board of Directors") is authorized, subject to the limitations prescribed by law and this Article III, to provide for the issuance of shares of Preferred Shares in series, and by filing an Amendment to these Amended and Restated Articles of Incorporation pursuant to applicable law of the State of Florida, to establish from time to time the number of shares to be included in such series, and to fix the designations, powers, preferences, and rights of the shares of each such series and any qualifications, limitations, or restrictions thereof, all as shall hereinafter be stated and expressed in the Amendment or Amendments to the Amended and Restated Articles of Incorporation adopted by the Board of Directors providing for the issuance of Preferred Shares from time to time.

ARTICLE IV

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE V

Board of Directors

The number of directors of the Corporation shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

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David P. Burke, Esq.

Carlton Fields, P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

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ARTICLE VI
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Progressive Business Solutions, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 30th day of August 1999.

PROGRESSIVE BUSINESS SOLUTIONS,
INC. a Florida corporation

By 

Marc D. Blumenthal, President

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROGRESSIVE BUSINESS SOLUTIONS, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is Progressive Business Solutions, Inc. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that required shareholder approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 607.1003 of the Florida Business Corporation Act by the unanimous vote of the board of directors of the Corporation on August 30, 1999, and by the holders of the Corporation's common shares representing the number of votes sufficient to approve the Amended and Restated Articles of Incorporation of the Corporation and the amendments contained therein were likewise adopted on August 30, 1999. No other voting group was entitled to vote on the amendments.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

AUGUST 30, 1999
Date

PROGRESSIVE BUSINESS SOLUTIONS, INC.
a Florida corporation

By: _____
Marc D. Blumenthal, President

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