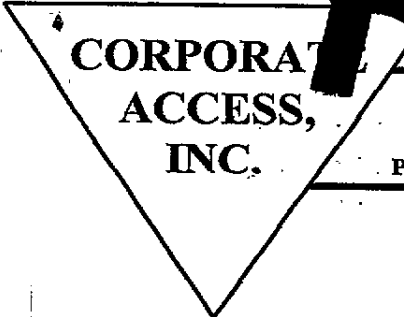


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*Restated Arts*

1.) *VDD.com, Inc.*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RESTATED ARTICLES OF INCORPORATION

OF

VDO.COM, INC.

ARTICLE I

The name of this corporation is:

**VDO.com, Inc.**

ARTICLE II

Offices for the transaction of any business of VDO.com, Inc. (the "Corporation"), and where meetings of the Board of Directors and of Stockholders may be held, may be established and maintained in any part of the State of Florida, or in any other state, territory, or possession of the United States.

ARTICLE III

The nature of the business is to engage in any lawful activity.

ARTICLE IV

The capital stock of the Corporation shall consist of 500,000,000 shares of Common Stock, \$0.001 par value and 10,000,000 shares of preferred stock, \$0.001 par value.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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ARTICLE V

The members of the governing board of the corporation will be called directors, of which there shall be no less than one nor more than seven. The Directors of this corporation need not be stockholders.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This Corporation shall have president, a secretary, a treasurer and a resident agent, to be chosen by the Board of Directors, any person may hold two or more offices.

ARTICLE VIII

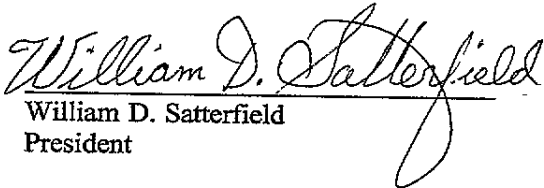
The Capital Stock of the corporation, after the fixed consideration thereof has been paid or performed, shall not be subject to assessment, and the individual liable for the debts and liabilities of the Corporation, and the Articles of Incorporation shall never be amended as the aforesaid provisions.

ARTICLE IX

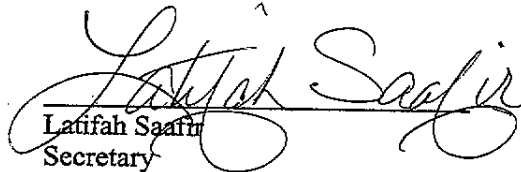
No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for the damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of Section 607.0834 of the Florida Revised Statutes. Any repeal or modification of this Article of the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

...

The number of shares of the corporation outstanding and entitled to vote on this Restated Articles of Incorporation is 45,225,397; that the said change(s) and the Restated Articles of Incorporation have been consented to and approved by a majority all of the stockholders of each class of stock outstanding and entitled to vote thereon. The changes set forth herein shall be effective upon the filing of these Restated Articles of Incorporation. The number of votes cast by the shareholders was sufficient for approval.

  
William D. Satterfield  
President

Dated: September 19, 2001

  
Latifah Saafir  
Secretary

Dated: September 19, 2001