

K 74278

MICHAEL E. GREENE, P.A.

LAW OFFICE

9900 West Sample Road, Suite 324
Coral Springs, Florida 33065

Telephone: (954) 755-5785

Telefax: (954) 755-9859

January 13, 1999

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

500002744145--5
-01/15/99-01079--007
*****35.00 *****35.00

Re: Immix Telecom, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Restated Articles of Incorporation for the above-referenced professional services corporation for profit. Also, enclosed is a check in the amount of \$35.00 for filing fees.

Please return a file-stamped copy of the Articles of Incorporation.

Thank you for your cooperation.

Very truly yours,

MICHAEL E. GREENE, P.A.

Michael E. Greene

Michael E. Greene

MEG/ajk

Enclosures

Amend.
1-21-99
cc

FILED
99 JAN 15 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

IMMIX TELECOM, INC.

I, the undersigned, the president and the chairman of the board of directors of the Corporation, do hereby make, subscribe and file these Restated Articles of Incorporation for the purpose of restating and amending the articles of incorporation of the Corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation is: IMMIX TELECOM, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is amended to be 100,000 shares of Common Stock, at a par value of \$0.01 per share. Shareholders of outstanding shares shall exchange certificates to reflect a thirteen and one-third for one split of stock.

ARTICLE IV
PREMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Any shareholder may elect to exercise only a portion of his or her preemptive right and waive the remainder.

ARTICLE V
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The street address of the principal office of this Corporation in the State of Florida is: 1948 N.W. 54th Avenue, Margate, Florida 33063.

FILED
99 JAN 15 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signatures and initials]
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ARTICLE VII
NUMBER OF DIRECTORS

This Corporation shall have not less than ~~two (2)~~ ^{three (3)} Directors. *for LMB #40*

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator of the original articles are:

Corporate Information Services, Inc.,
502 East Park Avenue
Tallahassee, Florida 32301.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is MICHAEL E. GREENE, P.A., 9900 West Sample Road, Suite 324, Coral Springs, Florida 33065, and the name of the registered agent of the Corporation at that address is MICHAEL E. GREENE, ESQ.

ARTICLE X
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced its corporate existence on March 21, 1989, upon the filing of the initial articles of incorporation under the name of Immix Corporation.

ARTICLE XI
ADOPTION OF RESTATED ARTICLES OF INCORPORATION

These restated articles of incorporation, which restate and amend the original articles of incorporation as previously amended, have been duly adopted by the unanimous vote of all shareholders of the Corporation. These restated articles of amendment supersede the original articles and all amendments to them.

[Signature] 1/12/99

CLAUDE O. SIMPSON, President and
Chairman of the Board of Directors

for LMB #40
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2-4

**CERTIFICATE REGARDING ADOPTION OF
RESTATED ARTICLES OF INCORPORATION**

Claude O. Simpson, president and chairman of the board of directors of IMMIX TELECOM, INC., a Florida Corporation, certifies as follows:

The restatement of the articles of incorporation of IMMIX TELECOM, INC., contains an amendment which requires shareholder approval. The Corporation has only one class of stock. The adoption of the restated articles was approved on January 11, 1999, by a unanimous vote of all of the shareholders of the outstanding stock of the Corporation at a meeting attended by all such shareholders on that date. The amendment will require an exchange of previously issued shares of stock in an amount reflecting a 13 1/3 for one split. Such exchange shall take place upon receipt by the Corporation of a filed-stamped copy of the restated articles of amendment from the Secretary of State.

Executed this 11th day of January, 1999.


1/12/99
CLAUDE O. SIMPSON, President and
Chairman of the Board of Directors

STATE OF FLORIDA
COUNTY OF BROWARD

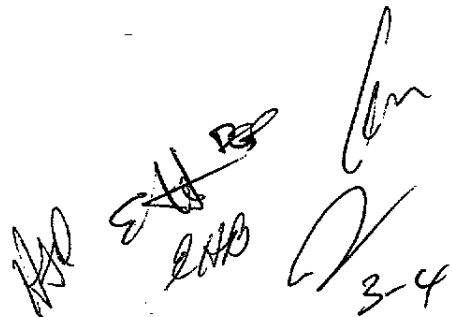
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CLAUDE O. SIMPSON, who is personally known to me, and who acknowledged that he executed the foregoing Restated Articles of Incorporation and the attached Certificate Regarding Adoption of Restated Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, this 11th of January, 1999.


Notary Public



D H Buikus
My Commission CC643059
Expires June 3, 2001


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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That IMMIX TELECOM, INC., being organized under the laws of the State of Florida, with its Registered Office as indicated in the Restated Articles of Incorporation at the office of MICHAEL E. GREENE, P.A., 9900 West Sample Road, Suite 324, Coral Springs, Florida 33065, and MICHAEL E. GREENE, ESQ. as its Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

Executed this ¹²11th day of January, 1999.

for DS

Michael E. Greene
MICHAEL E. GREENE,
Registered Agent

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Handwritten notes and signatures in bottom right corner, including "4-4" and various initials.