

CORPORATION(S) NAME

Cyberex, Inc.

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*Restated  
Articles*

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DIVISION OF CORPORATIONS  
2001 APR 25 PM 12:31  
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|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
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TALLAHASSEE, FLORIDA

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*cjc*

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660 East Jefferson Street  
Tallahassee, FL 32301  
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A CCH LEGAL INFORMATION SERVICES COMPANY

**RESTATED ARTICLES OF INCORPORATION OF  
CYBEREX, INC.**

FILED  
01 APR 25 PM 4:08  
STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is Cyberex, Inc. (the "Corporation").

SECOND: The Corporation's principal office and mailing address is 444 Brickell Avenue, Suite 51-246, Miami, Florida 33131.

THIRD: The Corporation is authorized to issue up to an aggregate number of Three Million (3,000,000) shares, each with a par value of One Dollar (\$1.00).

FOURTH: (a) The shares are to be divided into classes, and the designation of each class of shares is as follows:

Preferred Non-Voting Stock	1,600,000	Class "A"
Common Non-Voting Stock	1,300,000	Class "B"
Common Voting Stock	100,000	Class "C"

(b) The Corporation's Board of Directors may specify the preferences, limitations, and relative rights of Class "A" and "B" shares upon designating and authorizing such shares.

FIFTH: The Corporation's Board of Directors shall have full and unfettered authority to establish a series for the Class "A" and Class "B" stock, and to fix and determine the variations of the relative rights and preferences between, among, or within any series.

SIXTH: The name of the Corporation's registered agent is IBC Fiduciary, Inc., which is located at 100 SE 2<sup>nd</sup> Street, Suite 2315-A, Miami, Florida 33131.

SEVENTH: The names and addresses of the Corporation's directors are:

J. Le Compte	A. Dellavedova
444 Brickell Avenue, Suite 51-246	444 Brickell Avenue, Suite 51-246
Miami, Florida 33131	Miami, Florida 33131


EIGHTH: The name and address of the Corporation's incorporator is:

Jean Bowden  
444 Brickell Avenue, Suite 51-246  
Miami, Florida 33131.

NINTH: The Corporation shall have a perpetual existence.

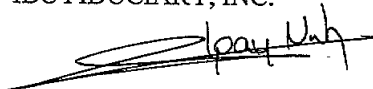
TENTH: A majority of the Corporation's shareholders approved these Restated Articles of Incorporation on April 19, 2001. The number of votes cast were sufficient for approval.  
The undersigned has executed these Restated Articles of Incorporation on this nineteenth (19<sup>th</sup>) day of April, 2001.

CYBEREX, INC.

  
By: J. Le Compte  
Its: President

The Corporation's registered agent, IBC Fiduciary, Inc., hereby acknowledges and accepts its obligations pursuant to Florida Statutes Section 607.0501.

Dated: April 19, 2001 IBC FIDUCIARY, INC.

  
By: A. Nuh  
Its: Vice President

**RESOLUTION BY THE SHAREHOLDERS  
OF CYBEREX, INC.**

WHEREAS, Cyberex, Inc. (the "Corporation") filed its Restated Articles of Incorporation (the "Cyberex Articles") on December 10, 1999; and

WHEREAS, the Corporation has decided to further amend the Cyberex Articles in order to effectuate certain changes, including, but not limited to, an increase in the Corporation's number of authorized shares (the "Amendments"); and

WHEREAS, the Corporation has re-drafted the Cyberex Articles to include the Amendments (the "Restated Articles").

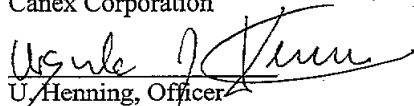
NOW, THEREFORE, BE IT RESOLVED:

1. That the authorized Preferred Non-Voting Stock of the Corporation be increased from six hundred thousand (600,000) shares of stock having a par value of one dollar per share to an aggregate number of one million six hundred thousand (1,600,000) shares of stock having a par value of one dollar; and
2. That the authorized Common Non-Voting Stock of the Corporation be increased from three hundred thousand (300,000) shares of stock having a par value of one dollar per share to an aggregate number of one million three hundred thousand (1,300,000) shares of stock having a par value of one dollar; and
3. That the President and Secretary of the Corporation be, and are authorized to execute the Restated Articles which include the Amendments, and to file such Restated Articles in the office of the Secretary of State in Tallahassee; and
4. That the proper officers of the Corporation are authorized and directed to secure new stock certificates for the Corporation evidencing the increase in the capital stock; and
5. That the proper officers of the Corporation are authorized to pay any and all fees and expenses, and to undertake any and all acts that may be necessary in order to effectuate the Amendments, as set forth in the Restated Articles.

DATED: April 19, 2001

SHAREHOLDERS:

Canex Corporation

  
U. Henning, Officer

Hunting Inn Innisfail, Ltd.

I. Roche  
I. Roche, Officer

Factorex, Inc.

L. Smejda  
L. Smejda, Officer

Exex, Inc.

D. Medina  
D. Medina, Officer

Berlinex Corporation

J. Le Compte  
J. Le Compte, Officer

Redshire II Corporation

J. Bowden  
J. Bowden, Officer

Assured Properties, Inc.

As Nominee for Warrant Holders

J. Le Compte  
J. Le Compte, Officer

IBC International, Fortune Fund

A. Nuh  
A. Nuh for International  
Strategy Corp.

Joerg Reuter

L. Smejda  
L. Smejda  
Attorney-in-Fact

**RESOLUTION BY THE BOARD OF DIRECTORS  
OF CYBEREX, INC.**

WHEREAS, Cyberex, Inc. (the "Corporation") filed its Restated Articles of Incorporation (the "Cyberex Articles") on December 10, 1999; and

WHEREAS, the Corporation has decided to further amend the Cyberex Articles in order to effectuate certain changes, including, but not limited to, an increase in the Corporation's number of authorized shares (the "Amendments"); and

WHEREAS, the Corporation has re-drafted the Cyberex Articles to include the Amendments (the "Restated Articles").

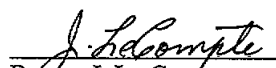
WHEREAS, the Corporation's shareholders approved the Amendments as reflected in the Restated Articles on April 19, 2001;

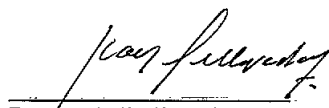
NOW, THEREFORE, BE IT RESOLVED:

1. That the Corporation's Board of Directors approve the Amendments as reflected in the Restated Articles; and
2. The Corporation's President shall execute the Restated Articles, and file such Restated Articles in the office of the Florida Secretary of State in Tallahassee; and
3. The proper officers of the Corporation shall secure new stock certificates for the Corporation evidencing the increase in the capital stock; and
4. The proper officers of the Corporation shall pay any and all fees and expenses, and undertake any and all acts that may be necessary in order to effectuate the Amendments, as set forth in the Restated Articles.

DATED: April 19, 2001

DIRECTORS:

  
By: J. Le Compte,  
Its: President

  
By: A. Dellavedova  
Its: Secretary

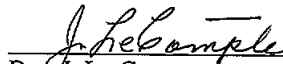
**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
CYBEREX, INC.**

Pursuant to the provisions of Section 607.10025(4), Florida Statutes, the undersigned corporation hereby certifies the following regarding its Restated Articles of Incorporation (the "Restated Articles"):

1. The name of the corporation is Cyberex, Inc. (the "Corporation")
2. The Corporation's Board of Directors approved by resolution the Restated Articles on April 19, 2001.
3. The Corporation's Restated Articles shall be effective as of December 1, 2000.
4. The Restated Articles do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series, and do not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.
5. The Restated Articles are attached to this Certificate of Amendment.

Dated: April 19, 2001

CYBEREX, INC.  
a Florida corporation



By: J. Le Compte  
Its: President



By: A. Dellavedova  
Its: Secretary