



A NON-PROFIT ORGANIZATION

September 29, 2000

FILED
00 OCT -5 AM 9:20
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

N990000001291

SUBJECT: SMASHED, INC. - RESTATED ARTICLES OF INCORPORATION

Enclosed is an original and (2) copies of the restated Articles of Incorporation for SMASHED, Inc. According to a letter that we received from the IRS, it is necessary to include certain specific information in our Articles of Incorporation.

With these changes restated, the IRS requires that "the State send a Certified Copy of the Restated Articles of Incorporation, directly to the address provided". The address is:

Internal Revenue Service
Attn: Dennis Phillips
Stop 504-D, Room 1109
401 W. Peachtree St., N.W.
Atlanta, GA 30308-3539

700003415267--1
-10/05/00--01087--001
*****52.50 *****52.50

A check in the amount of \$52.50, which includes the \$35.00 filing fee and two (2) certified copy fees, \$8.75 x 2 is enclosed; one certified copy to be sent directly to the IRS and the second to be mailed to the address below c/o Marcel Beaumont.

SMASHED, Inc.
2722 W. Atlantic Boulevard, Suite 7
Pompano Beach, FL 33069

If you should have any questions regarding this filing, please contact me at (954) 969-0031. For an immediate response, my beeper number is (954) 777-5683.
Thank you.

Very truly yours,

Marcel R. Beaumont

*Restate Art
10-11-00
MB*

CALL Toll Free (877) SMASHED
... For A Safe Return Home in Your Own Vehicle

**RESTATED ARTICLES OF INCORPORATION
FOR
SMASHED, INC.**

According to the provisions of § 617.1007, Fla. Stat., Smashed, Inc., pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Smashed, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is to be located at 2722 W. Atlantic Boulevard, Suite 7, Pompano Beach, Florida 33069.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is organized and the powers with which the Corporation is vested include, but are not limited to, the provision of designated driver services.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of 26 U.S.C. § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law or code). This is a nonprofit corporation and its purpose shall remain nonprofit.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its member directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

FILED
00 OCT -5 AM 9:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 26 U.S.C. § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law or code).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 26 U.S.C. § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law or code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The number of Board members, manner of election, and term of office shall be provided in the Bylaws.

ARTICLE V
REGISTERED AGENT

Marcel R. Beaumont is hereby appointed the registered agent for the Corporation.

SMASHED, INC.

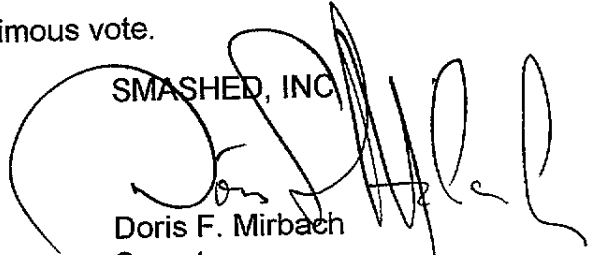


Marcel R. Beaumont
President

The foregoing Restated Articles of Incorporation restate and integrate and do not further amend the provisions of the corporation's Articles of Incorporation as theretofore amended and supercede the original Articles of Incorporation.

There are no members entitled to vote. The foregoing Restated Articles of Incorporation were duly adopted by its Board of Directors pursuant to a resolution made on September 27, 2000, by unanimous vote.

SMASHED, INC.



Doris F. Mirbach
Secretary