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BASIC AMENDMENT

VIRTUPASS CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

VIRTUPASS CORP.
4510 SW 27 STREET
HOLLYWOOD, FL 33023

SUBJECT: VIRTUPASS CORP.
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VIRTUPASS CORP.**

The following constitutes the Amended and Restated Articles of Incorporation of Virtupass Corp. under the Florida Business Corporation Act:

- FIRST:** The name of the corporation is Virtupass Corp. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 4510 Southwest 27 Street, Hollywood, Florida 33023.
- THIRD:** The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be Fifty-Five Million (55,000,000) shares, of which Fifty Million (50,000,000) shares shall be common stock at \$.0001 par value per share and of which Five Million (5,000,000) shares shall be preferred stock at \$.10 par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the

THIS DOCUMENT PREPARED BY:
LEONARD H. BLOOM, P.A.
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preferred stock of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

- FOURTH: Each issued and outstanding share of common stock, \$1.00 par value, as of the date of the filing of these Amended and Restated Articles of Incorporation, shall be converted into 100,000 shares of common stock, \$.0001 par value.
- FIFTH: The street address of the registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.

- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30 day of September, 2000.


Nathan Burrell, President

CERTIFICATE

In accordance with Section 607.1006 and 607.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation were approved by the unanimous vote of the stockholders.


Nathan Burrell, President

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Annette Deleon
Annette Deleon, Vice President