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FRED J. MAGLIONE

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January 16, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/18/02--01046--015
*****78.75 *****
52.50

Re: The E Depot.com, Inc.
P00000006493

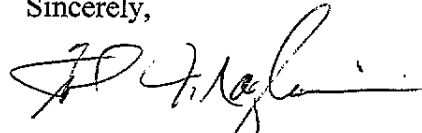
Dear Sir or Madam:

Enclosed are the following documents:

1. A check for \$78.75 for the Articles of Amendment, designation of registered agent and a certificate of status,
3. Articles of Amendment to the Articles of Incorporation for The E Depot.com, Inc.,
4. Restated Articles of Incorporation for The E Depot.com, Inc. and
5. Acceptance of Registered Agent.

If there are any problems with this amendment, please let me know.

Sincerely,


Fred J. Maglione
Secretary

*gave authorization to
re-title 1st pg of Doc.
(The approval) 1/23 RB
and to correct the name 1/23*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 18 AM 8:09

Restated art.

V SHEPARD JAN 24 2002

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF The E Depot

RESTATED ARTICLES
OF
ARTICLES OF INCORPORATION OF
The E Depot.com Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

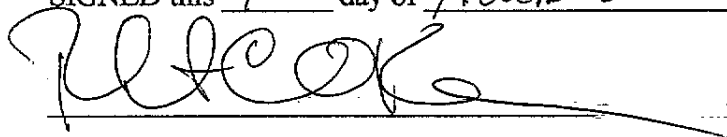
FIRST: All articles and sections are deleted and replaced by the attached restated Articles of Incorporation.

SECOND: Article III provides for the cancellation of previously issued shares upon the effective date of the amended Articles of Incorporation. Pursuant to Article III, the Board of Directors shall provide for the reissuance of shares to former shareholders according to the terms agreed upon by the Board of Directors.

THIRD: The date of each amendment's adoption is November 1st, 2001.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

SIGNED this 1st day of November, 2001.



ROBERT C. O'KANE
Chairman of the Board of Directors

ARTICLES OF INCORPORATION OF The E Depot

**ARTICLES OF INCORPORATION
OF
The E Depot.com Inc.**

The undersigned incorporator to these Articles of Incorporation, a corporation competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME & PRINCIPAL OFFICE**

The name of this Corporation is THE E DEPOT.COM INC. (the "Corporation").

The address of the principal office and the mailing address of this corporation shall be 14 Colonial Club Drive #200, Boynton Beach, Florida 33435. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II
PURPOSE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

ARTICLES OF INCORPORATION OF The E Depot

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is five million (5,000,000) shares of common stock having a nominal or par value of ten cents (\$0.10) per share. No fractional part of a share shall be issued by the Corporation.

Upon the effective date of these Articles, all stock previously issued by this Corporation before the effective date of these Articles is hereby cancelled. No compensation shall be due to any previous shareholder due to the cancellation of their previously issued stock. The Board of Directors shall provide for the reissuance of shares to former shareholders according to the terms agreed upon by the Board of Directors.

**ARTICLE IV
PRE-EMPTIVE RIGHTS**

In its discretion and from time to time, the Board of Directors may determine that the shareholders have preemptive rights in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding, at a price determined by the Board of Directors. Should the Board offer preemptive rights in any portion of the shares of the corporation, whenever authorized, or any obligation convertible into shares of the corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the shareholders.

**ARTICLE V
CAPITALIZATION**

The amount of capital with which the Corporation will begin business is \$500.00.

**ARTICLE VI
TERM OF EXISTENCE**

The Corporation shall exist in perpetuity.

**ARTICLE VII
REGISTERED AGENT**

The registered agent of the Corporation is Al Dominguez, whose business address is 3047 Bell Grove Drive, Tallahassee, Florida 32308.

**ARTICLE VIII
DIRECTORS**

The Corporation shall have a minimum of three (3) Directors. The number of Directors may be increased or diminished from time to time, by the Bylaws of the Corporation.

ARTICLES OF INCORPORATION OF The E Depot

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The E Depot.com, Inc.

By: [Signature]

Robert C. O'Kane
Its Chairman of the Board of Directors

STATE OF FLORIDA IN THE COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of November, 2001, by ROBERT C. O'KANE, as Chairman of the Board of Directors of The EDepot.com, Inc. He is personally known to me or has produced his florida drivers license as identification.

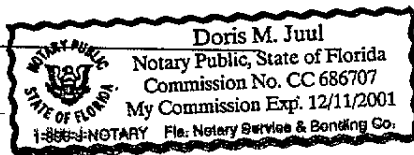
[Signature]
Signature

DORIS M. JUUL
Print or type name

NOTARY PUBLIC

My Commission # _____

Expires _____



ACCEPTANCE BY REGISTERED AGENT

AL DOMINGUEZ, having been named as the registered agent in the foregoing Articles of Incorporation

ARTICLES OF INCORPORATION OF The E Depot

of THE E DEPOT.COM INC, to accept service of process for the Corporation at 3047 Bell Grove Drive, Tallahassee, Florida 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.


AL DOMINGUEZ