

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

IMON HOSPITALITY, INC.

00 MAY 24 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

05-24-00

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H00-282772

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMON HOSPITALITY, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, ImOn Hospitality, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on February 2, 2000, effective February 1, 2000.
2. The Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is ImOn Hospitality, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 40 NE 7th Avenue, Third Floor, Delray Beach, Florida 33483.

ARTICLE III

AUTHORIZED SHARES

The total number of shares of stock which the Corporation has authority to issue is 20,000,000 shares of Common Stock, par value \$.001 per share.

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ARTICLE IV

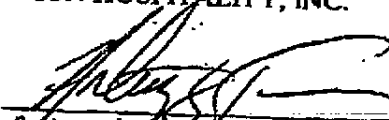
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the registered office of the Corporation in the State of Florida is 40 NE 7th Avenue, Third Floor, Delray Beach, Florida 33483 and the registered agent of the Corporation at that address is Anthony S. Turner.

These Restated Articles of Incorporation were adopted by the board of directors of the Corporation as of the 1st day of May, 2000. The shareholders of the Corporation approved the Restated Articles of Incorporation as of the 1st day of May, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of May, 2000.

IMON HOSPITALITY, INC.


Anthony S. Turner, Vice President

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