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INVESTMENT MANAGEMENT of AMERICA, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 AM 11:41

Florida Department of State
Division of Corporations Registration Sections
P.O. Box 6327
Tallahassee, FL 32314

May 24, 2000

000003275670--2
-06/02/00--01104--019
*****87.50 *****43.75

Dear Sirs;

RE:

Enclosed for filing are two amendments to the articles of incorporation of Ashes & Embers, Inc. *****87.50
Please file the attached, return to me certification, and acknowledgment of filing. Thank you in
advance for prompt attention to this matter.

Respectfully,

Larry Rightmeyer

Note: Larry Rightmeyer gave
authorization to remove Initial"
(art. VI) 6/13/8

Amended & Restated Art.

V. SHEPARD JUN 13 2000

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SECRETARY OF STATE
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Exhibit "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHES ETERNAL, INC.

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EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHES ETERNAL, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: ASHES ETERNAL, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 7627 Partridge Street Circle, Bradenton, Florida 34202.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be forty million (40,000,000) shares of common stock, par value \$.0001 per share, and five million (5,000,000) shares of preferred stock, par value \$.0001 per share. Series of the preferred stock may be created and issued

from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the ~~initial~~ Registered Office of this Corporation in the State of Florida shall be Robert Tominelli, 7627 Partridge Street Circle, Bradenton, Florida 34202.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have three (3) to nine (9) Directors, as determined by the Board.

ARTICLE VIII INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This 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.

ARTICLE X
CONTROL SHARE ACQUISITIONS

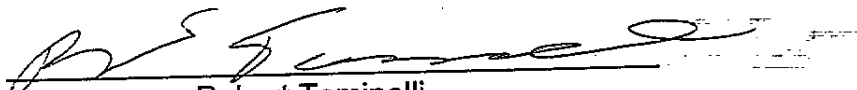
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

ASHES ETERNAL, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 7627 Partridge Street Circle, Bradenton, Florida 34202 has named Robert Tominelli, 7627 Partridge Street Circle, Bradenton, Florida 34202, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Robert Tominelli

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHES ETERNAL, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act of the State of Florida, the undersigned President of ASHES ETERNAL, INC. (the "Corporation"), a corporation organization and existing under and by virtue of the laws of the State of Florida does hereby certify:

- FIRST: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation bearing Document Number P00000021630 as filed March 2, 2000.
- SECOND: The text of the Articles of Incorporation of the Corporation are hereby Amended and Restated, substantially in the form attached hereto as Exhibit "A".
- THIRD: The Amended and Restated Articles of Incorporation were adopted by the Board of Directors and a majority of the holders of the issued and outstanding Common stock of the Corporation pursuant to written consent dated May 9, 2000. Such actions were undertaken in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the Amended and Restated Articles of Incorporation of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer.

Signed, this 9 day of May, 2000.


Robert Tominelli, President

0x

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
AND MAJORITY SHAREHOLDERS OF
ASHES ETERNAL, INC.**

The undersigned, being the Board of Directors and a majority of the holders of issued and outstanding Common stock of ASHES ETERNAL, INC., a Florida corporation (the "Corporation"), hereby adopt the following resolutions pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act:

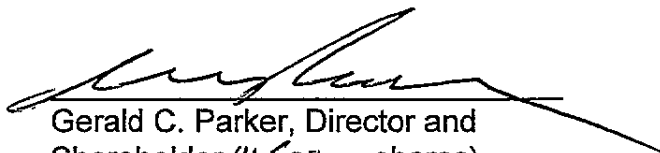
WHEREAS, the Board of Directors and a majority of the holders of issued and outstanding Common stock of the Corporation deem it to be in the best interest of the Corporation to restate and amend the Articles of Incorporation.

RESOLVED, that the Articles of Incorporation be amended and restated to reflect the changes as indicated on the Amended and Restated Articles of Incorporation substantially in the form attached hereto as Exhibit "A".


BE IT FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to do any and all such further acts and things as, in their judgment, are necessary or appropriate to carry out the purposes and intent of the foregoing resolution.

The undersigned as all of the shareholders, directors and officers of Ashes Eternal, Inc. hereby execute this Written Consent, deemed effective as of May 9, 2000.


Dated: May 9, 2000


Gerald C. Parker, Director and
Shareholder (4,500,000 shares)

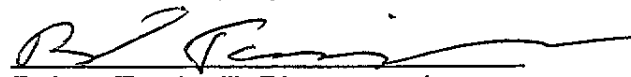
Dated: MAY 9, 2000


Ted Yardley, Director and
Shareholder (3,000,000 shares)

Dated: May 9, 2000


Andrew M. Badolato Director and
Shareholder (4,500,000 shares)

Dated: MAY 9, 2000


Robert Tominelli, Director and
Shareholder (3,000,000 shares)