

(WED) 14:07 COHEN BERKEN

(FAX) 305 857 0857

P.001/005

Division of Corporations

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Florida Department of State

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BASIC AMENDMENT

THREE ENTREPRENEURS.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF Three Entrepenuers.com, Inc.,
a Florida corporation

FILED
00 MAY 10 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1004 of the
Florida Business Corporation Act (the "Act"), Three Entrepenuers.com, Inc. (the
"Corporation") submits this Certificate for filing and adopts the Amended and Restated
Articles of Incorporation in form attached hereto:

1. The name of the corporation shall be changed to: Three
Entrepreneurs.com, Inc.

2. The Amended and Restated Articles of Incorporation of the
Corporation, a copy of which is attached hereto and incorporated herein, changing the
name of the Corporation due to a typographical error, listing the directors of the
Corporation and deleting from the Corporation's Articles of Incorporation articles no longer
required to be included therein, were adopted by the shareholders and Board of Directors
of the Corporation on March 17, 2000.

3. The Amended and Restated Articles of Incorporation of the
Corporation were duly adopted and approved by means of a Unanimous Written Consent
of all of the Corporation's shareholders and directors dated March 17, 2000, pursuant to
Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to
the Amended and Restated Articles of Incorporation as of May 9, 2000.

Three Entrepenuers.com, Inc., a Florida
corporation

By: 

Marc Felice, President and
Director

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MAY-10-2000(WED) 14:07 COHEN BERKEN

(FAX)305 857 0857

P.002/005

H00 0000260398

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Three Entrepreneurs.com, Inc.

FILED
00 MAY 10 PM 3:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, as President and a director of Three Entrepreneurs.com, Inc. (the "Corporation") under the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be changed to: Three Entrepreneurs.com, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is:

3060 N.E. 190th Street, Apt. 106
Aventura, FL 33180

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.

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ARTICLE V

BOARD OF DIRECTORS

The corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Names</u>	<u>Addresses</u>
Marc Felice	3060 N.E. 190th St., Apt. 106 Aventura, FL 33180
Vincent Pucciarelli	3060 N.E. 190th St., Apt. 106 Aventura, FL 33180
Michael Piccaillo	3060 N.E. 190th St., Apt. 106 Aventura, FL 33180

ARTICLE VI

INDEMNIFICATION


To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9 day of May, 2000.

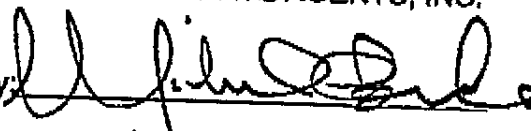


Marc Felice, President and Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Three Entrepreneurs.com, Inc. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
Title: Vice Pres.

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