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August 2, 2000

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

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-08/07/00--01116--021
*****87.50 *****

78.75

Re: Articles of Amendment

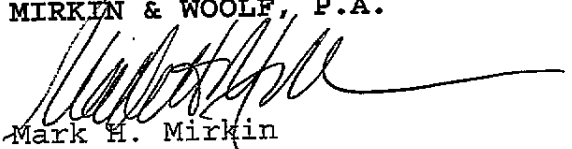
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of .com² corporation along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/deb

Enclosures

cc: Philip Goodman

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 AUG -7 AM 10:12

Amended & Restated

V. SHEPARD AUG 18 2000

.com" corporation

Amended and Restated Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), **.com" corporation**, a Florida corporation (the "Corporation") certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida State Department on March 29, 2000 and were amended by Articles of Amendment to the Articles of Incorporation filed with the Florida State Department on April 17, 2000.
2. In accordance with Sections 607.0821 and 607.0704 of the Act, these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation on May 17, 2000 and by the holders of outstanding capital stock of the Corporation having no less than the minimum number of votes necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted.
3. The Articles of Incorporation of the Corporation are amended as follows:
 - a. Articles 5, 6, 8, 9, 11, 13, 14 and 15 are deleted in the entirety.
 - b. Section 7.1 of Article 7 is amended to reflect the authorization to issue (a) 50,000,000 shares of common stock, \$0.01 par value per share, and (b) 10,000,000 shares of preferred stock, \$0.01 par value per share, bearing such powers, rights and preferences, and subdivided into series, as the directors of the Corporation may establish in their discretion.
 - c. Sections 7.2 through 7.6, inclusive, of Article 7 are deleted in the entirety.
 - d. Article 12 is amended to reflect that the registered agent of the Corporation is Mark H. Mirkin, Esq. and the registered office is 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

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4. The foregoing amendments to the Articles of Incorporation were duly approved by the directors and adopted by the shareholders of the Corporation.
5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments which were adopted pursuant to Sections 607.1003 and 607.1004 of the Act, and the omission of non-essential matters and matters of historical interest.

The text of the Articles of Incorporation of the Corporation is hereby restated with the amendments described above, effective upon filing with the Florida State Department, to read as follows:

ARTICLE I. NAME

The name of the Corporation is .comⁿ corporation. The principal place of business is 6 Oakwood Drive, Sewall's Point, Florida 34996.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the Corporation has authority to issue is sixty million (60,000,000), of which fifty million (50,000,000) shares are Common Stock with a par value of \$0.01 per share, and ten million (10,000,000) shares are Preferred Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be fully paid and non-assessable.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock shall be subject to all of the powers, rights and preferences of each series of the Preferred Stock as such may, from time to

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time, be established by resolution of the Board of Directors. Subject to the provisions of this Article III with respect to the Preferred Stock, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after such preferential rights, if any, upon liquidation as are possessed by holders of shares of any series of Preferred Stock shall have been satisfied, the remaining net assets of the Corporation shall be distributed pro rata to the holders of shares of the Common Stock and the holders of shares of any series of the Preferred Stock that do not possess preferential rights upon such liquidation, dissolution or winding up.

The Board of Directors of the Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series for such consideration as it may determine; to fix or alter the voting powers, designations, preferences and rights, including, but not limited to, dividend rights, conversion rights and terms of redemption (including sinking fund provisions), redemption prices and liquidation preferences, or any of them, as to unissued series of shares of Preferred Stock; and to fix the number of shares constituting any such series and designation thereof, or any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the Corporation is 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

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ARTICLE VI. DIRECTORS

The Corporation has one (1) director. The name and address of the member of the Board of Directors are Philip Goodman, 6 Oakwood Drive, Sewall's Point, Florida 34996.

IN WITNESS WHEREOF, the president of the Corporation has hereunto set his hand and seal this 31 day of July, 2000.



Philip Goodman

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

.com^a corporation has designated in its Amended and Restated Articles of Incorporation as its registered office address 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and has named MARK H. MIRKIN, ESQ. at that address as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

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