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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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May 17, 2002

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

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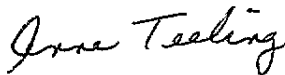
Re: Filing Restated Articles of Incorporation for Zion Oil & Gas, Inc.

Dear Sir or Madam:

Enclosed please find for filing an original and one (1) copy of a Certificate for Restated Articles of Incorporation for Zion Oil & Gas, Inc., a Florida corporation, with the Restated Articles of Incorporation attached thereto. Also enclosed is a check payable to the Florida Department of State for \$45.75 for the filing fee (\$35.00) and one certified copy of the 10 page filing (\$10.75).

Please return a file stamped certified copy to the undersigned in the enclosed stamped envelope. Please contact me at telephone 214-341-4104 or email ateeling@blllp.com if there are any questions concerning this filing. Thank you in advance for your assistance.

Very truly yours,



Anne W. Teeling

Enclosures

cc w/o encl: Gene Soltero

Restated Art.

V SHEPARD MAY 28 2002

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**CERTIFICATE FOR
RESTATED ARTICLES OF INCORPORATION**

Zion Oil & Gas, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:


1. The name of the corporation is Zion Oil & Gas, Inc. The Articles of Incorporation of the corporation were filed with the Secretary of State of the State of Florida on April 7, 2000, effective as of April 6, 2000.

2. Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporations Act, the attached Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation of the corporation.

3. Substantially all of the provisions of the Restated Articles of Incorporation are amendments requiring shareholder approval. A majority of the shareholders of the corporation approved the Restated Articles of Incorporation at the annual meeting of shareholders of the corporation held on February 15, 2002. The number of votes cast for the Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name by its President.

ZION OIL & GAS, INC.



Eugene A. Soltero
President

RESTATED ARTICLES OF INCORPORATION
OF
ZION OIL & GAS, INC.

FIRST: The name of the corporation (the "Corporation") is Zion Oil & Gas, Inc.

SECOND: The address of the Corporation's registered office in the State of Florida is 1426 Amanda Street, Hollywood, Florida 33020. The name of its registered agent at such address is Robert B. Leff, Esq. The Corporation's principal mailing address is Zion Oil & Gas, Inc., 6510 Abrams Road, Suite 300, Dallas, Texas 75231. The name and address of the incorporator is Sean King, 22154 Martella Avenue, Boca Raton, Florida 33433.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the state of its incorporation.

FOURTH:

(a) The total number of shares of stock that the Corporation shall have authority to issue is Twenty-two Million (22,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock, par value \$.01 per share, and Two Million (2,000,000) shares of Preferred Stock, par value \$.01 per share.

(b) The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above classes of stock are as follows:

(1) Subject to the limitations hereinafter contained and to the requirements of the laws of the state of incorporation of the Corporation, authority is hereby vested in the Board of Directors of the Corporation to issue from time to time said Two Million (2,000,000) shares of Preferred Stock in one or more series, with such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors. Without limiting the generality of the foregoing, in the resolution or resolutions providing for the issuance of such shares of each particular series of Preferred Stock, subject to the limitations hereinafter contained and to the requirements of the laws of the state of incorporation of the Corporation, the Board of Directors is also expressly authorized:

(i) to fix the distinctive serial designation of the shares of any such series;

(ii) to fix the consideration for which the shares of any such series are to

be issued;

(iii) to fix the rate or amount per annum, if any, at which the holders of the shares of any such series shall be entitled to receive dividends, the dates on which such dividends shall be payable, whether the dividends shall be cumulative or noncumulative, and if cumulative, to fix the date or dates from which such dividends shall be cumulative;

(iv) to fix the price or prices at which, the times during which, and the other terms, if any, upon which the shares of any such series may be redeemed;

(v) to fix the rights, if any, which the holders of shares of any such series have in the event of dissolution or upon distribution of the assets of the Corporation;

(vi) to determine whether the shares of any such series shall be made convertible into or exchangeable for other securities of the Corporation, including shares of the Common Stock of the Corporation or shares of any other series of the Preferred Stock of the Corporation, now or hereafter authorized, or any new class of preferred stock of the Corporation hereafter authorized, the price or prices or the rate or rates at which conversion or exchange may be made, and the terms and conditions upon which any such conversion right or exchange right shall be exercised;

(vii) to determine whether a sinking fund shall be provided for the purchase or redemption of shares of any series and, if so, to fix the terms and amount or amounts of such sinking fund;

(viii) to determine whether the shares of any such series shall have voting rights, and, if so, to fix the voting rights of the shares of such series; and

(ix) to fix such other preferences and rights, privileges and restrictions applicable to any such series as may be permitted by law.

(2) Subject to the prior rights of the holders of any shares of Preferred Stock, the holders of the Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(3) In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after the holders of the Preferred Stock then outstanding, if any, shall have received the full preferential amounts to which such holders may be entitled upon such voluntary or involuntary liquidation, dissolution, distribution of assets or winding up, the holders of Common Stock shall be entitled, to the exclusion of such holders of the Preferred Stock then outstanding, to receive all the remaining assets of the Corporation of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by them

respectively. A consolidation, merger or reorganization of the Corporation with any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be considered a dissolution, liquidation or winding up of the Corporation within the meaning of the immediately preceding sentence.

(4) Except as may otherwise be required by law, the Bylaws of the corporation or these Restated Articles of Incorporation, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record in the name of such stockholder on all matters voted upon by the stockholders, including the election of directors.

FIFTH: The Corporation is to have perpetual existence.

SIXTH:

(a) Except as may be otherwise provided by law or in these Restated Articles of Incorporation, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(1) The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation.

(2) Elections of directors need not be by written ballot except to the extent provided in the Bylaws of the Corporation.

(3) In furtherance and not in limitation of the powers conferred by the laws of the state of incorporation of the Corporation, the Board of Directors of the Corporation is expressly authorized:

(i) to adopt, amend or repeal the Bylaws of the Corporation, subject to these Restated Articles of Incorporation and the power of the stockholders, at the time entitled to vote, to alter, amend or repeal Bylaws made by the Board of Directors in accordance with the provisions of ARTICLE NINTH below;

(ii) to authorize and issue obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property;

(iii) to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of such net profits or such surplus; and

(iv) from time to time, without the vote or assent of the stockholders, to issue additional shares of authorized Common Stock.

In addition to the powers and authorities herein or by law expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the state of incorporation of the Corporation, of these Restated Articles of Incorporation and of the Bylaws of the Corporation.

(b) The Board of Directors shall be divided into three classes, designated Class I, Class II and Class III, as nearly equal in number as the then total number of directors constituting the whole Board permits. If the number of directors is changed, any increase or decrease shall be apportioned by the Board of Directors among the three classes so that the number in each class shall be as nearly equal as possible. The term of office of each class shall expire at the third annual meeting of stockholders for election of directors following the election of such class, except that the initial term of office of the Class I directors shall expire at the annual meeting of stockholders in 2003, the initial term of office of the Class II directors shall expire at the annual meeting of stockholders in 2004 and the initial term of office of the Class III directors shall expire at the annual meeting of stockholders in 2005. At each annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at such meeting shall be elected to hold office for a term expiring as of the third succeeding annual meeting.

(c) A director may be removed from office only for cause and by the affirmative vote of the holders of not less than eighty percent (80%) of all the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors at a special meeting of stockholders called expressly for that purpose.

SEVENTH: All preemptive rights of stockholders are hereby denied, so that no shares of capital stock of the Corporation of any class whether now or hereafter authorized and no other security of the Corporation shall carry with it and no holder or owner of any share or shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall have any preferential or preemptive right to acquire additional shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation.

All cumulative voting rights are hereby denied, so that none of the capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall carry with it and no holder or owner of any share or shares of capital stock of the Corporation of any class whether now or hereafter authorized or of any other security of the Corporation shall have any right to cumulative voting in the election of directors or for any other

purpose.

EIGHTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the state of incorporation of the Corporation, as the same exists or may hereafter be amended. Any repeal or modification of this ARTICLE EIGHTH shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

NINTH: After the first time the Corporation has more than sixty (60) stockholders, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by consent in writing by such stockholders. Prior to such time, any such action may be effected by written consent of the number of stockholders who would be required to consent to such action under these Articles of Incorporation, the Corporation's Bylaws or applicable law. A special meeting of stockholders may be called only by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors or by the Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, the Chief Executive Officer or the President. The stockholders of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation at any annual or special meeting by the affirmative vote of holders of not less than eighty percent (80%) of the combined voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the state of incorporation of the Corporation may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of the laws of the state of incorporation of the Corporation or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of the laws of the state of incorporation of the Corporation, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH:

(a) The affirmative vote of the holders of not less than eighty percent (80%) of the voting power of the Corporation shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined); provided, however, that the eighty percent (80%) voting requirement shall not be applicable, and the provisions of the laws of the state of incorporation of the Corporation and of these Restated Articles of Incorporation relating to the percentage of stockholder approval, if any, shall apply to any such Business Combination if:

(1) The Continuing Directors (as hereinafter defined) of the Corporation by a two-thirds vote have expressly approved the Business Combination either in advance of or subsequent to the acquisition of outstanding shares of Common Stock of the Corporation that caused the Related Person (as hereinafter defined) involved in the Business Combination to become a Related Person; or

(2) If (A) the aggregate amount of the cash and the fair market value of the property, securities or other consideration to be received in the Business Combination by holders of the Common Stock of the Corporation, other than the Related Person involved in the Business Combination, is not less than the "Highest Per Share Price" (as hereinafter defined) (with appropriate adjustments for recapitalizations, reclassifications, stock splits, reverse stock splits and stock dividends) paid by the Related Person in acquiring any of its holdings of the Corporation's Common Stock, all as determined by two-thirds of the Continuing Directors; and (B) if necessary, a proxy statement complying with the requirements of the Securities Exchange Act of 1934, as amended, shall have been mailed at least thirty (30) days prior to any vote on the Business Combination, to all stockholders of the Corporation for the purpose of soliciting stockholder approval of the Business Combination. The proxy statement shall contain at the front thereof, in a prominent place, the position of the Continuing Directors as to the advisability (or inadvisability) of the Business Combination and, if deemed appropriate by two-thirds of the Continuing Directors, the opinion of an investment banking firm selected by two-thirds of the Continuing Directors as to the fairness of the terms of the Business combination, from the point of view of the holders of the outstanding shares of capital stock of the Corporation other than the Related Person involved in the Business Combination.

(b) For purposes of this ARTICLE ELEVENTH:

(1) The term "Business Combination" shall mean (A) any merger, consolidation or share exchange of the Corporation or any of its subsidiaries into or with a Related Person, in each case irrespective of which corporation or company is the surviving entity; (B) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with a Related Person (in a single transaction or a series of related transactions) of all or a Substantial Part (as hereinafter defined) of the assets of the Corporation (including without limitation any securities of a subsidiary of the Corporation) or a Substantial Part of the assets of any of its subsidiaries; (C) any sale, lease, exchange, mortgage, pledge, transfer or other disposition to or with the Corporation or to or with any of its subsidiaries (in a single

transaction or series of related transactions) of all or a Substantial Part of the assets of a Related Person; (D) the issuance or transfer of any securities of the Corporation or any of its subsidiaries by the Corporation or any of its subsidiaries to a Related Person (other than an issuance or transfer of securities which is effected on a pro rata basis to all stockholders of the Corporation); (E) any reclassification of securities (including any reverse stock split), recapitalization, or any other transaction involving the Corporation or any of its subsidiaries, that would have the effect of increasing the voting power of a Related Person; (F) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of a Related Person; (G) the acquisition by or on behalf of a Related Person of shares constituting a majority of the voting power of the Corporation; and (H) the entering into of any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business combination.

(2) The term "Related Person" shall mean any individual, corporation, partnership or other person or entity, other than the Corporation or any of its subsidiaries or any benefit plan or trust (or any trustee thereof), which, as of the record date for the determination of stockholders entitled to notice of and to vote on any Business Combination, or immediately prior to the consummation of such transaction, together with its "Affiliates" and "Associates" (each as defined in Rule 12b-2 of the Regulations under the Securities Exchange Act of 1934 as in effect at the date of the adoption of this ARTICLE ELEVENTH by the stockholders of the Corporation (collectively and as so in effect, the "Exchange Act")), are "Beneficial Owners" (as defined in Rule 13d-3 of the Exchange Act) in the aggregate of 10% or more of the outstanding shares of Common Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity. Notwithstanding the definition of "Beneficial Owners" in this subparagraph 2, any Common Stock of the Corporation that any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by the Related Person.

(3) The term "Substantial Part" shall mean more than 10% of the fair market value, as determined by two-thirds of the Continuing Directors, of the total consolidated assets, or assets representing more than 10% of the earning power, of the Corporation and its subsidiaries taken as a whole, as of the end of its most recent fiscal year ending prior to the time the determination is being made.

(4) In the event of a Business Combination in which the Corporation is the surviving corporation, the term "other consideration to be received" shall include, without limitation, Common Stock or other capital stock of the Corporation retained by stockholders of the Corporation other than Related Persons or parties to such Business Combination.

(5) The term "Continuing Directors" shall mean a director who either (i) was a member of the Board of Directors of the Corporation immediately prior to the time that the Related Person involved in a Business Combination became a Related Person, or (ii) was designated (before his or her initial election as a director) as a Continuing Director by

two-thirds of the then Continuing Directors.

(6) A Related Person shall be deemed to have acquired a share of the Common Stock of the Corporation at the time when such Related Person became the Beneficial Owner thereof. With respect to the shares owned by Affiliates, Associates or other person whose ownership is attributed to a Related Person under the foregoing definition of Related Person, the price paid for said shares shall be deemed to be the higher of (i) the price paid upon the acquisition thereof by the Affiliate, Associate or other person, or (ii) the market price of the shares in question at the time when the Related Person became the Beneficial Owner thereof.

(7) The term "Highest Per Share Price" shall mean the highest price determined by two-thirds of the Continuing Directors to have been paid at any time by the Related Person for any share or shares of Common Stock. In determining the Highest Per Share Price, all purchases by the Related Person shall be taken into account regardless of whether the shares were purchased before or after the Related Person became a Related Person. The Highest Per Share Price shall include any brokerage commission, transfer taxes and soliciting dealers' fees paid by the Related Person with respect to the shares of Common Stock of the Corporation acquired by the Related Person.

TWELFTH: To the extent not prohibited by law, the Corporation by action of its Board of Directors may purchase shares of any class of stock issued by it from any holder or holders thereof.

THIRTEENTH: The Corporation by action of its Board of Directors may create and issue, from time to time, whether or not in connection with the issuance and sale of any shares of stock or other securities of the Corporation, rights, warrants and options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its capital stock or other securities or property of the Corporation, or shares or other securities or property of any successor in interest of the Corporation, at such times, in such amounts, to such persons, for such consideration, if any, and upon such other terms and conditions as the Board of Directors may deem advisable.

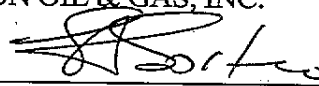
FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; provided, however, that notwithstanding anything contained in these Restated Articles of Incorporation to the contrary, the affirmative vote of holders of not less than eighty percent (80%) of the combined voting power of the outstanding shares of stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal ARTICLE SIXTH, ARTICLE SEVENTH, ARTICLE EIGHTH, ARTICLE NINTH, ARTICLE ELEVENTH or this ARTICLE FOURTEENTH; provided, further, that such eighty percent (80%) vote shall not be required for any such alteration, amendment, adoption of any provision inconsistent with, or for the repeal of ARTICLE ELEVENTH which is recommended to stockholders by two-thirds of the Continuing

Directors and such alteration, amendment, adoption of inconsistent provision or repeal shall require the vote, if any, required under the applicable provisions of the laws of the state of incorporation of the Corporation, these Restated Articles of Incorporation or the Bylaws of the Corporation.

These Restated Articles of Incorporation shall become effective at the close of business, Dallas, Texas time, on the day on which it shall be filed in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name by its President.

ZION OIL & GAS, INC.

A handwritten signature in dark ink, appearing to read "E. Soltero", is written over a horizontal line.

Eugene A. Soltero
President