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JUL 27 PM 12:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032
REFERENCE : 262378 4313159
AUTHORIZATION : Patricia Pigatto
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ORDER DATE : July 26, 2001

ORDER TIME : 9:47 AM

ORDER NO. : 262378-005

CUSTOMER NO: 4313159

CUSTOMER: Michael L. Sufott, Esq
Berlack Israels & Liberman
120 West 45th Street

New York, NY 10036

Amended
&
Restated

DOMESTIC AMENDMENT FILING

NAME: THE'ECORPORATION.COM, INC. 500004501805--3

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156
EXAMINER'S INITIALS: DR

RECEIVED
JUL 27 AM 9:24
DIVISION OF CORPORATION

7/27/01

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE-eCORPORATION.COM, INC.

FILED
01 JUL 27 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation, as amended, contained therein were adopted by the shareholders of the Corporation on July 18, 2001, by the holders of the outstanding common stock, the only voting group, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

1. The name of the Corporation is The-eCorporation.com, Inc.
2. The Articles of Incorporation of the Corporation are hereby amend to read in their entirety as follows:

ARTICLE 1

Name

The name of the corporation is The-eCorporation.com, Inc.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

20,000,000 shares of common stock, \$.0001 par value per share; and 1,000,000 shares of Preferred Stock, \$.0001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of the Corporation's authorized preferred stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof. The authority of the Board with respect to each series of preferred stock shall include, but not be limited to, determination of the following:

- A. The number of shares constituting the series, the distinctive designation of the series, and the par value of such shares of the series;
- B. The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of the series;
- C. Whether the series will have voting rights, and if so, the terms of the voting

rights;

D. Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

E. Whether or not the shares of the series will be redeemable; and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

F. Whether the series shall have a sinking fund for the redemption or purchase of shares of the series, and, if so, the terms and amount of the sinking fund;

G. The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

H. Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

At the effective time of these Amended and Restated Articles of Incorporation, all outstanding shares of the Corporation's existing common stock shall be automatically split at the rate of one for nine-thousand (1 for 9,000) (the "Forward Split") without the necessity of any further action on the part of the holders thereof or the Corporation; provided, however, that the Corporation shall exchange certificates representing common stock outstanding immediately prior to the Forward Split for new certificates representing the appropriate number of shares of common stock resulting from the Forward Split.

ARTICLE 4

Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents as incurred, to the fullest extent permitted by law.

2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to indemnification of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4.

4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 5

Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

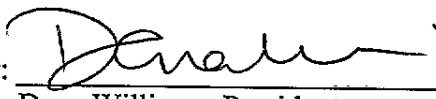
ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

Dated: July 18, 2001

THE-eCORPORATION.COM, INC.

By: 
Dana Williams, President