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Draughon®
TECHNOLOGY LAW
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

LTB00-003
October 6, 2000
Via U.S. Mail
700003419567--0
-10/09/00--01091--028
*****35.00 *****35.00

Re: V2B Solutions, Inc.
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

I have enclosed the Amended and Restated Articles of Incorporation of V2B Solutions, Inc., a Change of Registered Agent form along with two checks payable to the Florida Department of State in the amount of \$35 each to cover filing fees. The Amended and Restated Articles of Incorporation and the Change of Registered Agent have been approved unanimously pursuant to the enclosed Unanimous Written Consent by the Board of Directors and the Shareholders. Should you have any questions, please do not hesitate to contact me.

Amend + Restate ARTs
10-30-00
ms

Sincerely,

L. Todd Budgen
L. Todd Budgen

LTB/hra
Enclosures

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

00 OCT -9 PM 4:24

FILED

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LTB00-022
October 27, 2000
Via U.S. Mail

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

Attention: Darlene Connell

Re: V2B Solutions, Inc.
Amended and Restated Articles of Incorporation

Dear Ms. Connell:

I have enclosed a copy of Letter No. 700A00053963 ("Letter No. 700A"), Letter No. 900A00054340 ("Letter No. 900A"), the Amended and Restated Articles of V2B Solutions, Inc. ("Articles"), a Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors and Shareholders of V2B Solutions, Inc. adopting the Articles ("Written Consent"), a copy of the previously filed Statement of Change of Registered Office or Registered Agent or Both for Corporations ("Change of Agent"), a copy of the sample Articles of Amendment to Articles of Incorporation form ("Amendment Form"), and a copy of the two checks for \$35 each previously mailed to your office.

During our phone conversation on October 23, 2000, we discussed several items including: the Articles and the Written Consent appear to have been returned in error, the filing appeared to be sufficient previously, and our office should return the documents in care of you.

Please note, Letter No. 900A specifies the required language for changing agents. This language is contained in the executed Change of Agent form our office filed with the Department of State in the same mailing as the Articles, acknowledged in Letter No. 700A.

Letter No. 700A included a sample Amendment Form and returned the Written Consent to our office. The sample Amendment Form specifies language acknowledging that the amendments were approved by the shareholders and that the votes casted were sufficient for approval of the Articles. The Written Consent includes the requirements specified the sample Articles form. The Written Consent our office provided adopts the Articles and is signed by all

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Florida Department of State
Division of Corporations
October 27, 2000
Page 2

of the shareholders and directors of V2B Solutions, Inc. This represents the required adoption of the Articles and a sufficient number of votes.

I have included a copy of the two checks included in the original filing for your reference. Letter 900A references the first check. The remaining check for \$35 made payable to the Florida Department of State is on hold with your office.

As we discussed, it is imperative that the original filing date of October 9, 2000 be preserved with all of these documents. You indicated that we can maintain this original filing date. Thank you for your time and should you have any questions, please do not hesitate to contact me.

Sincerely,


L. Todd Budgen

C: Norb Novocin
V2B Solutions, Inc.

LTB/hra
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 17, 2000

DRAUGHON PROFESSIONAL ASSOCIATION
ATTN: L. TODD BUDGEN
ONE INDEPENDENT DRIVE, SUITE 200
JACKSONVILLE, FL 32202

SUBJECT: V2B SOLUTIONS, INC.
Ref. Number: P00000065683

We have received your document for V2B SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 900AG0054340

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
V2B SOLUTIONS, INC.

FILED
00 OCT -9 PM 4:24
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, V2B Solutions, Inc. ("Corporation") hereby adopts the following Amended and Restated Articles of Incorporation originally filed with the Florida Department of State on July 7, 2000:

ARTICLE I: NAME

The name of the Corporation is **V2B Solutions, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 104 5th Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is Thirty Million (30,000,000) shares having a par value of one cent (\$.01) per share. The Corporation shall be authorized to issue Two Million (2,000,000) shares as Class A common voting stock. The Corporation shall be authorized to issue Four Million Five Hundred Thousand (4,500,000) shares as Class B common nonvoting stock pursuant to a bonafide employee stock ownership plan. The Corporation shall be authorized to issue Twenty-Three Million Five Hundred Thousand (23,500,000) shares as Class C common voting stock.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Richard Scott Draughon, One Independent Drive, Suite 2000, Jacksonville, Florida 32202.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF V2B SOLUTIONS, INC.

Page 2

ARTICLE V: PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights.

Pursuant to a resolution duly adopted by the Board of Directors of the Corporation and the Shareholders on October 1, 2000, the foregoing Restated Articles of Incorporation of the Corporation restate, integrate and amend the provisions of the Articles of Incorporation in accordance with the Florida Business Corporations Act.

The undersigned has executed these amended Articles of Incorporation this 1st day of October, 2000.

V2B Solutions, Inc.

By: 

Joseph Franklin Valinho,
President

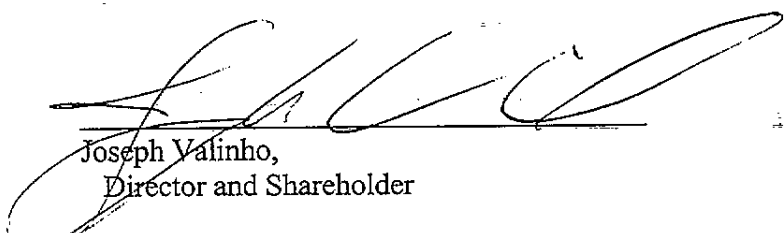
UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
V2B SOLUTIONS, INC.

Pursuant to the Florida Business Corporation Act, the undersigned hereby adopt and consent to the following resolutions as all of the members of the Board of Directors and the Shareholders of V2B Solutions, Inc. ("Corporation"):

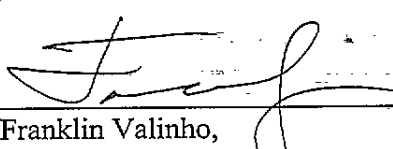
RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation executed on October 1st, 2000 changing the address and principle place of business for the Corporation; changing the amount of capital stock that may be issued to Thirty Million (30,000,000) Shares total, comprised of Two Million (2,000,000) as Class A common voting shares, Four Million Five Hundred Thousand (4,500,000) as Class B common non-voting shares pursuant to a bonafide employee stock ownership plan, and Twenty-Three Million Five Hundred Thousand (23,500,000) as Class C common voting shares; changing the name and address of the Registered Agent; deleting the provision that created the initial Board of Directors; deleting the provision naming the original incorporator; deleting the indemnification provision; and adding the provision preventing preemptive rights of the Shareholders of the Corporation are hereby ratified, approved and adopted and that the President of the Corporation is hereby authorized to file such Amended and Restated Articles of Incorporation with the Florida Department of State;

FURTHER RESOLVED, that the name and address of the registered agent of the Corporation is hereby changed to Richard Scott Draughon, One Independent Drive, Suite 2000, Jacksonville, Florida, 32202;

FURTHER RESOLVED, that this Written Consent shall be effective as of October 1, 2000.



Joseph Valinho,
Director and Shareholder



Franklin Valinho,
Director and Shareholder