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To:
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Fax Number : (850) 922-4000

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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BASIC AMENDMENT

FIFTH AVENUE ACQUISITION II CORP.

Certificate of Status	1
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective December 6, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Fifth Avenue Acquisition II Corp.

Old Name:

Article II. Address

The mailing address of the Corporation is:

Fifth Avenue Acquisition II Corp.

301 Clematis Street

Suite 3000

West Palm Beach FL 33401

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Thomas J. Craft, Jr.

Ivo Heiden

Richard Rubin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Thomas J. Craft, Jr. | FL Bar Member 881503

Thomas J. Craft, Jr., P.A.

301 Clematis Street

Suite 3000

West Palm Beach FL 33401

561-651-7336

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Article IV. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share. In addition, the Corporation shall have the authority to issue 3,000,000 shares of preferred stock, par value \$.001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Fifth Avenue Acquisition II Corp.

By: _____

Name: Thomas J. Craft, Jr.

Title: President

Date: December 6, 2000

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7338
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