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LAW OFFICES OF
CARL A. RICHARDSON, P.A.

FILED
01 JAN 16 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 11, 2001

TRANSMITTAL LETTER

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

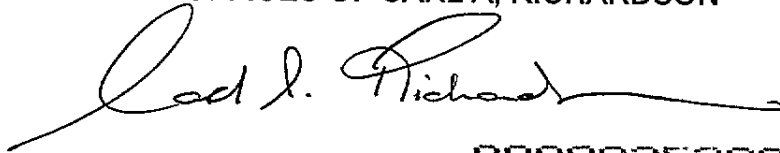
SUBJECT: CAYTECH, INC.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Restated and Amended Articles of Incorporation for CayTech, Inc., and a check of \$43.75 for Amendment of Record, Certified Copy and Certificate of Status.

Very truly yours,

LAW OFFICES OF CARL A. RICHARDSON



Carl A. Richardson
5911 West Flagler Street
Miami, Florida 33144
(305) 266-9984

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*****43.75 *****43.75

*Amend + Restate Arts
3-12-01
PWS*

LAW OFFICES OF
CARL A. RICHARDSON, P.A.

February 23, 2001

TRANSMITTAL LETTER

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

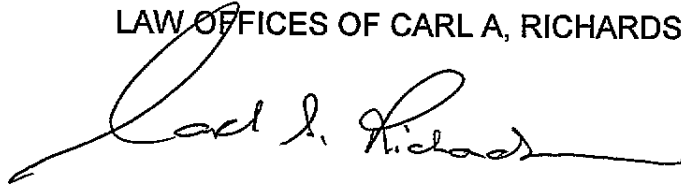
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Carl A. Richardson
5911 West Flagler Street
Miami, Florida 33144
(305) 266-9984



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2001

CARL A. RICHARDSON, P.A.
5911 WEST FLAGLER STREET
MIAMI, FL 33144

SUBJECT: CAYTECH, INC.
Ref. Number: P00000091489

We have received your document for CAYTECH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 Spitler
Document Specialist

Letter Number: 401A00003073

**CAYTECH, INC.
CERTIFICATE OF RESOLUTION
As Adopted by the Board of Directors**

FILED

01 JAN 16 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, President, Secretary and a Director of Caytech, Inc., a Florida Corporation (the "Company") do hereby certify that at a meeting of the Board of Directors of the Company duly call and held on February 3, 2001, at 7800 West Oakland Park Boulevard, Suite B-303, Sunrise, Florida, the following resolution was carried and adopted by the unanimous vote of the Shareholders/Directors present, and it has not been modified or rescinded, and is still in full force and effect:

"RESOLVED, that in the judgment of the Board of Directors (whose members are also the Shareholders of the Company) that it is desirable and in the best interests of the Company that the original Articles of Incorporation ("Articles") of this Corporation, bearing an official stamp and certification, filed with the Department of State of Florida on the date stamped on said Articles, is hereby repealed and superceded by the Restated and Amended Articles of Incorporation. The Restated and Amended Articles of Incorporation are hereby accepted, ratified and approved by the initial directors in their capacity both as shareholders and the board of directors of the above named corporation. In due course, a letter from the Department of State will be received and attached hereto as evidence of the filing thereof and receipt of filing fees and taxes. A copy of said Restated and Amended Articles are attached hereto and incorporated by reference."

IN WITNESS WHEREOF, I have hereto set my hand this 28th of February, 2001.

CAYTECH, INC.

By: _____

Patrick Creary, Director/Shareholder,
Secretary of the Corporation.

STATE of FLORIDA
RESTATED AND AMENDED
ARTICLES of INCORPORATION
OF
CAYTECH, INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Law of the State of Florida,

DO HEREBY CERTIFY:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is CayTech, Inc.

ARTICLE II
DURATION OF CORPORATION

The period of existence of the corporation is perpetual.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 7800 West Oakland Park Blvd., Suite B303, Sunrise, Florida 33351. The mailing address of the corporation is the same.

ARTICLE IV
REGISTERED OFFICE

The registered office of the Corporation in the State of Florida is located at 5911 West Flagler Street, Miami, Florida 33144. The name and address of the Corporation's registered agent at such address is Carl A. Richardson.

ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION

Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of Florida, including the business of telecommunications.

Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or this Restated and Amended Articles of Incorporation.

ARTICLE VI
TERMS OF SHARES

Amount. The total number of shares of stock that the Corporation shall have authority to issue is Thirty Million (30,000,000) shares.

Preferred Stock. Twenty One Million Five Hundred Thousand (21,500,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, with a par value of One (\$1.00) Dollar per share, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority, subject to limitations prescribed by law, to determine and state the number of shares of Preferred Stock in each series, the designations, powers, preferences, relative rights, qualification, limitations, and restrictions of the shares of each such series by the adoption and filing in accordance with this Articles, before the issuance of any shares of such series, of an amendment or amendments to this Articles determining the terms of such series, which amendment need not be approved by the shareholders of the holders of any class or series of shares except as provided by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividend shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- (c) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (d) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date 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;
- (e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (f) The rights of the shares of that series in the event of voluntary, or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;
- (g) Any other relative rights, preferences and limitations of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the common shares with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the assets available for distribution to holders of shares of

Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

Common Stock. All of the remaining shares (8,500,000) that the Corporation has authority to issue constitute a separate and single class of shares known as Common Stock, with a par value of five cents (\$0.05) per share, shall not be issued in series, and shall have the same preferences, limitations, and relative rights.

Voting Rights of Shares. The voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Common Stock, and except as otherwise required by law, or stipulated by specific amendment of these Restated and Amended Articles, the holders of Preferred Stock are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have the right to vote, the holders of Common Stock have one vote per share and the holders of The voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Common Stock, and except as otherwise required by law, or stipulated by specific amendment of these Restated and Amended Articles, the holders of Preferred Stock are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have the right to vote, the holders of Common Stock have one vote per share and the holders of Preferred Stock have one vote per share, except as determined and granted by the Board of Directors.

Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities, without regard to any amount that would be needed if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Record Ownership. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE VII

DIRECTORS

Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. Directors need not be shareholders of the Corporation. Notwithstanding the foregoing statements, the number of directors of the Corporation shall at no time be less than nine (9) persons.

Liability. No Director of the Corporation shall be personally liable to the

Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. These Restated and Amended Articles shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time these Articles became effective.

ARTICLE VIII

ADOPTION, AMENDMENT AND REPEAL OF BY-LAWS

The Bylaws that were filed and approved on September 25, 2000, with the original Articles of Incorporation is hereby superceded and repealed. The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, by the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

AMENDMENT OF ARTICLES

The Corporation hereby supercedes and repeals the Articles filed on September 25, 2000, and adopts these Restated and Amended Articles in their stead. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Restated and Amended Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Law or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE X

INCORPORATORS

The incorporator of the Corporation is Patrick Creary, whose mailing address is 8032 NW 41st Court, Sunrise, Florida 33351. The powers of the Incorporator were terminated September 25, 2000, upon the filing of the original Articles of Incorporation. However, as the sole shareholder of CayTech, Inc., Patrick Creary hereby file these Restated and Amended Articles to replace the Articles and Bylaws filed on September 25, 2000. The names and mailing addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders of the Corporation, and who may continue to serve as directors until their successors are elected and qualified, are:

CAYTECH, INC.
Restated and Amended
Articles of Incorporation
Page 5

Patrick Creary
8032 NW 41st Court
Sunrise, Florida 33351;

Wayne Hamilton
5315 N.W. 122nd Drive
Coral Springs, Florida 33076;

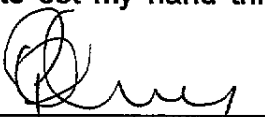
Kenrick Richards
18642 N.W. 54th Place
Miami, Florida 33055;

Sharon McCormack
14045 North Miami Avenue
Miami, Florida 33168;

Sandra White
3351 N.W. 176 Terrace
Miami, Florida 33056; and

Lenworth Dyer
5465 NW 184 Street
Miami, Florida 33055.


IN WITNESS WHEREOF, I have hereunto set my hand this 11 day of January,
2001.



Patrick Creary, Shareholder/Incorporator

CERTIFICATE OF NEW REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Carl A. Richardson

January 11, 2001

Date