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March 13, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 21 PM 2:18

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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

RE: PLANET INTERACTIVE, INC.

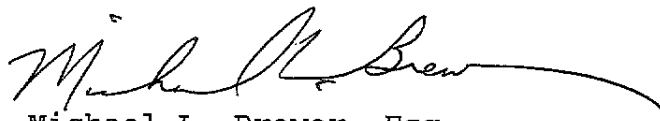
Dear Sir or Madam:

Enclosed please find an original and one copy of Restated and Amended Articles of Incorporation for the above referenced corporation. Also enclosed is Brewer, P.A. check number 8437 made payable to the Secretary of State in the amount of Forty-three and 75/100 (\$43.75) Dollars for the following:

1. Filing Fee	\$ 35.00
2. Certified copy of Amended Charter	\$ 8.75
Total	\$ 43.75

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,


Michael L. Brewer, Esq.

MLB/cag
Enclosures

Amended & Restated Art.

V SHEPARD MAR 27 2001

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
PLANET INTERACTIVE, INC.

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ARTICLE I - NAME

The name of this corporation is PLANET INTERACTIVE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 1114 N. Peninsula, New Smyrna Beach, Florida 32169, and the name of the initial registered agent of this corporation at that address is KRISTINA CONCANNON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and address of the members of the initial Board of Directors of this corporation are:

NAME

ADDRESS

KRISTINA CONCANNON

1114 N. Peninsula
New Smyrna Beach, FL 32169

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Restated and Amended Articles is KRISTINA CONCANNON, 1114 N. Peninsula, New Smyrna Beach, FL 32169. These Restated and Amended Articles of Incorporation were adopted by a majority of the Board of Directors on March 12, 2001.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of March, 2001.



KRISTINA CONCANNON

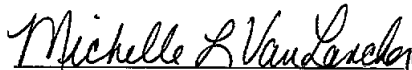
STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15th day of March, 2001, by KRISTINA CONCANNON, who is personally known to me.




Michelle L. VanLancker
MY COMMISSION # CC680661 EXPIRES
October 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

 (SEAL)
Printed Name: Michelle L. VanLancker
Notary Public
Commission # CC680661
My commission expires: 10-31-01

CERTIFICATE IN SUPPORT OF
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
PLANET INTERACTIVE, INC.

The Board of Directors has authority to adopt amendments and has adopted the Restated and Amended Articles of PLANET INTERACTIVE, INC. by unanimous vote on March 12, 2001. The Board of Directors authorized KRISTINA CONCANNON, the sole Shareholder and Subscriber to the original Articles of Incorporation, to execute these Restated and Amended Articles of Incorporation.



KRISTINA CONCANNON, Officer,
Shareholder and Director