

P00000112217

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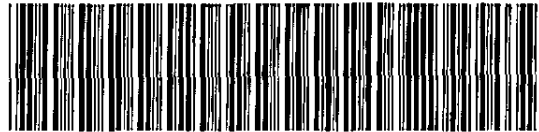
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*Amended &
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FILED
05 FEB -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AKR
2/15/05*

**Hamilton
Lehrer &
Dargan, P.A.**

A Professional Association
Attorneys and Counselors at Law

2 East Camino Real, Suite 202
Boca Raton, Florida 33432

Telephone: 561-416-8956
Facsimile: 561-416-2855
staff@hldpa.com
www.HLDPA.com

February 4, 2005

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Amended and Restated Articles of Incorporation for
Espresso Italia Marketing, Inc.
Document Number: P00000112217

Gentlemen:

Enclosed herewith for filing, please find the Amended and Restated Articles of Incorporation for Espresso Italia Marketing, Inc., a Florida corporation, as approved by the board of directors on January 27, 2005.

Please mail a certified copy to us in the stamped, addressed envelope which we have enclosed. We have included an additional copy of the Amended and Restated Articles of Incorporation, and a check in the amount of \$43.75.

Please return all correspondence concerning this matter to:

Brenda L. Hamilton, Esquire
Hamilton, Lehrer & Dargan, P.A.
2 E. Camino Real, Suite 202
Boca Raton, FL 33432

Should you require further information concerning this matter, please do not hesitate to call me at the number printed above.

Thank you.

Sincerely,



Brenda L. Hamilton, Esq.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

ESPRESSO ITALIA MARKETING, INC. DATED JANUARY 27, 2005

FILED
05 FEB -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Fla. Stat. § 607.1007, the undersigned corporation, ESPRESSO ITALIA MARKETING, INC. ("the Corporation"), originally incorporated on December 7, 2000 under document number P00000112217, and pursuant to the written approval of the Corporation's Shareholders and board of directors, adopts the Amended and Restated Articles of Incorporation set forth below. The Amended and Restated Articles of Incorporation restate and integrate the provisions of the corporation's articles of incorporation, and also contain certain amendments, which were adopted pursuant to the Florida Statutes. There is no discrepancy between the corporation's articles of incorporation and the provisions of the restated articles of incorporation, other than the inclusion of amendments adopted pursuant to Chapter 617 of the Florida Statutes and the omission of matters of historical interest.

FIRST.

The name of the Corporation is ESPRESSO ITALIA MARKETING, INC. and the address of the principal office and the mailing address of the Corporation is 2240 WOOLBRIGHT ROAD, SUITE 415, BOYNTON BEACH, FL 33426.

SECOND.

The name and address of the registered agent of the Corporation is:

BOURNE, ROBERT E JR
521 LAKE AVE
STE 3
LAKE WORTH FL 33460

THIRD.

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended from time to time.

FOURTH.

The Corporation shall be authorized to issue an aggregate number of 500,000,000 shares of common stock, with a par value of \$0.0001 per share (the "Common Stock"), and 20,000,000 shares of Preferred in one or more series to have voting powers (full or limited or without voting powers), designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as determined from time to time by the Board of Directors of the Corporation (the "Board of Directors").

FIFTH.

Pursuant to Section 607.0901(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act with respect to any "affiliated transaction" (as defined therein).

SIXTH.

Pursuant to Section 607.0902(5) of the Florida Business Corporation Act, the Corporation expressly elects not to be governed by the provisions of Section 607.0902 of the Florida Business Corporation Act with respect to any "control-share acquisition" (as defined therein).

SEVENTH.

The Board of Directors and the holders of record of 50% or more of the Shares entitled to vote at such meeting are authorized to call a special meeting of the Shareholders of the Corporation.

EIGHTH.

These duly adopted, Amended and Restated Articles of Incorporation supersede the original articles of incorporation of the Corporation.

NINTH.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the State of Florida.

These Amended and Restated Articles of Incorporation, in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act, were duly adopted by the Board of Directors and the Shareholders of the Corporation, with the number of votes cast for these Amended and Restated Articles sufficient for approval.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be executed on its behalf by an Officer thereunto authorized, and attested to by its Secretary and its corporate seal to be affixed hereto this 27th day of January 2005.

Espresso Italia Marketing, Inc.

By: /s/ Shadd Vickery Pres.

Shadd Vickery, President of Espresso Italia Marketing, Inc.

(SEAL)

Certificate of Amended and Restated Articles of

Espresso Italia Marketing, Inc.

I, Shadd Vickery, the President of ESPRESSO ITALIA MARKETING, INC. ("the Corporation"), originally incorporated on December 7, 2000 under document number P00000112217, pursuant to the authority contained in Chapter 617 of the Florida Statutes, do hereby certify that:

1. The attached Amended and Restated Articles of Incorporation of the Corporation contain certain amendments to the articles of incorporation of the Corporation which require shareholder approval, which were adopted pursuant to the Florida Statutes; and
2. The attached Amended and Restated Articles of Incorporation of the Corporation were approved by the shareholders of the Corporation on January 27, 2005 and the number of votes cast was sufficient for approval.

Dated 01-31-05

Espresso Italia Marketing, Inc.

By: /s/ Shadd Vickery Pres.

Shadd Vickery, President of Espresso Italia Marketing, Inc.