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BASIC AMENDMENT
THE ZERNON CORPORATION

Certificate of Status	0
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TALLAHASSEE, FLORIDA

As Restated

8/9/02 8/9/02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ZERNON CORPORATION**

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of The Zernon Corporation originally filed with the Secretary of State of the State of Florida on June 15, 2001, are hereby amended and restated in their entirety as of the __ day of August, 2002 as follows:

**ARTICLE I
NAME**

The name of the corporation is The Zernon Corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is The Zernon Corporation, 245 N. Ocean Boulevard, Suite 201, Deerfield Beach, FL 33441.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Thirty Million (30,000,000) shares, \$0.00001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

Simultaneously with the effective date of the filing of these Amended and Restated Articles of Incorporation, each holder of shares of common stock, \$0.00001 par value per share, of the Corporation shall receive seventy thousand (70,000) shares of common stock in exchange for each one (1) share of common stock held as of such date, as evidenced by the share ownership records of the Corporation.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 245 N. Ocean Boulevard, Suite 201, Deerfield Beach, FL 33441. The name of the Corporation's registered agent at that office is Daniel Dailey.

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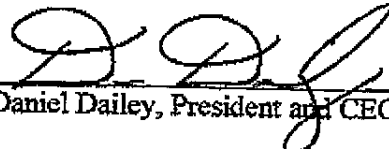
ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

Pursuant to Section 607.1005 and Section 607.1007 of the Florida Business Corporation Act, the foregoing amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by the Corporation's Board of Directors and by all of the Shareholders of the Corporation on the 8 day of August, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the date first set forth above.

THE ZERNON CORPORATION



Daniel Dailey, President and CEO

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