

PO1000074385

ROSETTO & ASSOCIATES, LLC

ATTORNEYS AT LAW
2300 Glades Road
Suite 440W
Boca Raton, FL 33431
561-394-7238
561-394-5335 (Fax)
e-mail: rosettob@uspl.net

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC - 3 PM 1:19

November 13, 2001

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

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

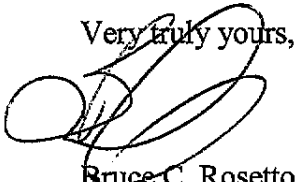
Re: Vex Corp.

Dear Sir/Madam:

Please find enclosed the Restated Articles of Incorporation for the above-referenced company along with our check in the amount of \$43.75 in satisfaction of the fees associated with the filing and return of a certified copy of the articles.

Should you require further information, please do not hesitate to contact me.

Very truly yours,



Bruce C. Rosetto

Encl.

BCR/mk

Restated art.

V SHEPARD DEC 5 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 21, 2001

BRUCE C. ROSETTO
2300 GLADES RD., STE. 440W
BOCA RATON, FL 33431

SUBJECT: VEX CORP
Ref. Number: P01000074385

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

The date of adoption of each amendment must be included in the document.

~~If the document~~ was approved by a majority vote of the shareholders ~~it should also contain a statement~~ that the number of votes cast by the shareholders was sufficient for approval.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 701A00062389

Rec'd 12/3

ROSETTO & ASSOCIATES, LLC

ATTORNEYS AT LAW

2300 Glades Road

Suite 440W

Boca Raton, FL 33431

561-394-7238

561-394-5335 (Fax)

e-mail: rosettob@uspl.net

November 29, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Velma Shepard

Re: Vex Corp

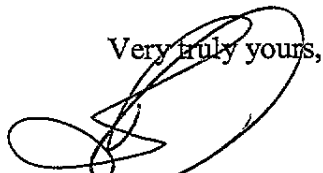
Dear Ms. Shepard:

Please find enclosed the Restated Articles of Incorporation for the above company with the following corrections made to the document as requested in your letter dated November 21, 2001:

1. The date of adoption has been added to paragraph number 2.
2. A statement has been added to paragraph number 2 to indicate that the document was approved by a majority vote. Please note that this statement already exists in the second paragraph of the Ninth Item.
3. The Company name has been corrected to read "Vex Corp" as opposed to "Vex Corp."

Should you have any further questions, please do not hesitate to contact me.

Very truly yours,



Bruce C. Rosetto

BCR/mk

**RESTATED ARTICLES OF INCORPORATION
OF
VEX CORP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC -3 PM 1:19

Vex Corp, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that:

1. The present name of the Corporation is Vex Corp. The name under which the Corporation was originally incorporated Vex Corp, and the date of filing of its original articles of incorporation with the Secretary of State of Florida is July 27, 2001.
2. The Restated Articles of Incorporation have been amended in their entirety except the name of the Corporation has not changed. Such amendment was duly adopted in accordance with the Florida Statutes on October 20, 2001. It was approved by a majority vote of the shareholders and the number of votes cast by the shareholders was sufficient for approval.
3. The Corporation's Articles of Incorporation are hereby restated in its entirety as follows:

FIRST: The name of the corporation is Vex Corp (the "Corporation").

SECOND: Its registered office in the State of Florida is located at Corporate Creations Network Inc., 941 Fourth Street, Suite 200, Miami, Florida 33139. Corporation may maintain an office, or offices, in such other place within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the Bylaws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of the Board of Directors and shareholders, outside the State of Florida as well as within the State of Florida.

THIRD: The purpose or purposes for which this Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 25,000,000 shares, consisting of 5,000,000 shares of Preferred Stock, par value \$0.01 per share, as more fully described in Section A. below (the "Preferred Stock"), and 20,000,000 shares of Common Stock, par value \$0.01 per share, as more fully described in Section B. below (the "Common Stock").

A. Preferred Stock. The shares of Preferred Stock may be divided and issued from time to time in one or more series as may be divided and issued from time to time in one or more series as may be designated by the Board of Directors of the Corporation, each such series to be distinctly titled and to consist of the number of shares designated by the Board of Directors. All shares of any one series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon (if any) shall accrue or be cumulative (or both). The designations, preferences and relative, participating, optional or other special rights (if any), of any series of Preferred Stock may differ from those of any and all other series at any time outstanding. The Board of Directors of the Corporation is hereby expressly vested with authority to fix by resolution the powers, designations, preferences and relative, participating, optional or other special rights (if

any), and the qualifications, limitations or restrictions thereof (if any), of the Preferred Stock and each series thereof which may be designated by the Board of Directors, including, but without limiting the generality of the foregoing, the following:

(1) The voting rights and powers (if any) of the Preferred Stock and each series thereof;

(2) The rates and times at which, and the terms and conditions on which, dividends (if any) on the Preferred Stock, and each series thereof, will be paid and any dividend preferences or rights of cumulation;

(3) The rights (if any) of holders of the Preferred Stock, and each series thereof, to convert the same into, or exchange the same for, shares of other classes (or series of classes) of capital stock of the Corporation and the terms and conditions for such conversion or exchange, including provisions for adjustment of conversion or exchange prices or rates in such events as the Board of Directors shall determine;

(4) The redemption rights (if any) of the Corporation and of the holders of the Preferred Stock, and each series thereof, and the times at which, and the terms and conditions on which, the Preferred Stock, and each series thereof, may be redeemed; and

(5) The rights and preferences (if any) of the holders of the Preferred Stock, and each series thereof, upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

B. Common Stock. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(1) Dividends. When and as dividends are declared upon the Common Stock, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Common Stock shall be entitled to share equally, share for share, in such dividends.

(2) Voting Rights. Each holder of Common Stock shall be entitled to one vote per share.

(3) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to holders of the Preferred Stock of the full amounts to which they shall be entitled as stated and expressed herein or as may be stated and expressed pursuant hereto, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock, to share ratably according to the number of shares of the Common Stock held by them in all remaining assets of the Corporation available for distribution to its shareholders.

C. Other Provisions. No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or

bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but any such unissued stock, additional authorized shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether any such persons, firms, corporations or associations are holders or others, and upon such terms as may be deemed advisable by the Board of Directors in exercise of its sole discretion.

FIFTH: The governing board of this Corporation shall be known as the Board of Directors, and the number of the Board of Directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of this Corporation, provided that the number of the Board of Directors shall be at least one (1).

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the shareholders to alter or repeal any Bylaw made by the Board of Directors of the Corporation.

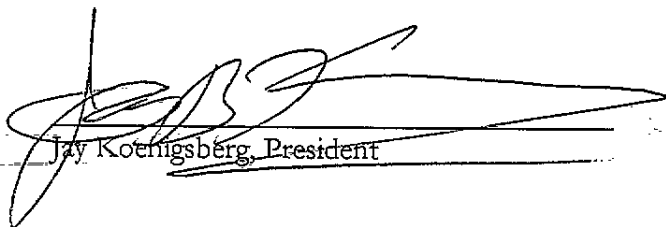
SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The liability of the Board of Directors of the Corporation for monetary damages for breach of fiduciary duty is eliminated to the fullest extent provided by Florida law. The Board of Directors and officers of the Corporation shall be indemnified by the Corporation against any liability to the fullest extent provided by Florida law.

NINTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by this Restated Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

The number of shares of the Corporation outstanding and entitled to vote on amendments to the Articles of Incorporation is 100; that the said change and amendments have been consented to and approved by a majority vote of the shareholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, Vex Corp has caused its corporate seal to be hereunto affixed and this Restated Articles of Incorporation to be signed by its President and attested to by its Secretary as of this 20th day of October, 2001.


Jay Kothigsberg, President

**FILED IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF FLORIDA**

_____, 2001

NO. _____

_____, SECRETARY OF STATE

State of Florida)
) ss
County of Palm Beach)

On October 20th, 2001, Jay Koenigsberg, personally known to me,
personally appeared before me, a Notary Public who acknowledged that they executed the
above instrument.



Signature of Notary

(Notary Stamp or Seal)



BRUCE C. ROSETTO
COMMISSION # CC 716156
EXPIRES FEB 12, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.