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BASIC AMENDMENT

GENESIS TECHNOLOGY GROUP, INC

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| Certificate of Status | 0 |
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Amended & Restated
w/ NAME CHANGE

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SEP-25-2001 11:07

FROM-

T-103 P.002/006 F-240



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 24, 2001

GENESIS TECHNOLOGY GROUP, INC
301 CLEMATIS STREET
SUITE 3124
WEST PALM BEACH, FL 33401

SUBJECT: GENESIS TECHNOLOGY GROUP, INC
REF: PU1000088520

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in 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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E01000101854
Letter Number: 701A00053143

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENESIS TECHNOLOGY GROUP, INC**

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The undersigned, being all the Board of Directors of Genesis Technology Group, Inc (hereinafter the "Corporation"), a Florida corporation, do hereby certify and set forth:

1. The Articles of Incorporation of the Corporation, file #P01000088520, were filed on August 15, 2001 with the Florida Department of State.

2. The Articles of Incorporation are amended, as authorized by The Florida Business Corporation Act, (i) to increase the authorized number of shares which the corporation shall have authority to issue to 200,000,000 shares of Common Stock, par value \$.001 per share and (ii) 20,000,000 shares of Preferred Stock, par value \$.001.

3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on September 21, 2001, pursuant Section 607.0821 of the Florida Business Corporation Act. The Corporation has issued no stock, therefore, shareholder approval was not required. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: GENESIS TECHNOLOGY GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 301 Clematis Street, Suite 3124, West Palm Beach, Florida 33401.

BRIAN A. PEARLMAN, ESQ., FLA. BAR #0157023
Atlas Pearlman, P.A.
350 E. Las Olas Boulevard, Suite 1700
Ft. Lauderdale, FL 33301
Phone No.: (954) 763-1200

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**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be: 200,000,000 shares of Common stock, \$.001 par value per share and 20,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Kenneth Shenkman
301 Clematis Street, Suite 3124
West Palm Beach, FL 33401

**ARTICLE VI
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Kenneth Shenkman, 301 Clematis Street, Suite 3124, West Palm Beach, Florida 33401.

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**ARTICLE VII
OFFICERS AND DIRECTORS**

The initial officer(s) and/or director(s) of the corporation are:

Title: President
James Wang
301 Clematis Street, Suite 3124
West Palm Beach, FL 33401

Title: President
Kenneth Shenkman
301 Clematis Street, Suite 3124
West Palm Beach, FL 33401

**ARTICLE VIII
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

**ARTICLE IX
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, this Amended and Restated Articles of
Incorporation of the Corporation has been executed on September 21,
2001.



Kenneth Shenkman, Vice President

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