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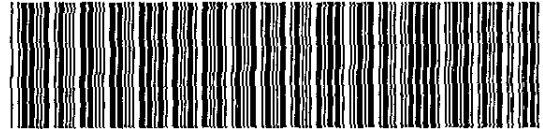
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WILLIAM T. KIRTLEY, P. A.

ATTORNEY AT LAW

TELEPHONE
(941) 366-4222
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(941) 366-4007

1776 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

June 7, 2005

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: INTECH PROFESSIONALS USA, INC.

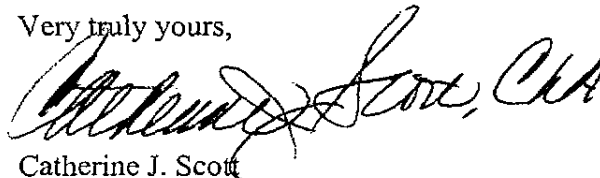
Gentlemen:

Enclosed for filing with your office are Amended and Restated Articles of Incorporation for INTECH PROFESSIONALS USA, INC. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and the cost of one certified copy.

Please return the certified copy of the Amended and Restated Articles of Incorporation to the undersigned at your earliest convenience. If you have any questions or problems with respect to this filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

A handwritten signature in black ink, appearing to read "Catherine J. Scott, CMA". The signature is fluid and cursive, with the initials "CMA" clearly visible at the end.

Catherine J. Scott
Certified Legal Assistant

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTECH PROFESSIONALS USA, INC.**

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05 JUN -9 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole member of the Board of Directors and beneficial and record holder of all of the outstanding voting equity securities of INTECH PROFESSIONALS USA, INC., hereby adopts, effective December 26, 2004, the following Amended and Restated Articles of Incorporation for INTECH PROFESSIONALS USA, INC. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended:

ARTICLE I. NAME

The name of the Corporation shall continue to be INTECH PROFESSIONALS USA, INC.

ARTICLE II. ADDRESS

The mailing address of the Corporation is 3665 Bee Ridge Road, Suite 204, Sarasota, Florida 34233.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The legal existence of the Corporation commenced on the date of issuance of the Certificate of Incorporation by the Department of State, State of Florida, which was issued on February 4, 2002. The existence of the Corporation has been uninterrupted and continuous. The existence of the Corporation shall be perpetual.

ARTICLE IV. PURPOSE

The Corporation has been and is authorized to engage in any lawful business activity permitted under the laws of the United States and the laws of the State of Florida or any other state in which the Corporation may engage in business, as well as the laws of foreign nations.

ARTICLE V. CAPITAL STOCK

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is three hundred million (300,000,000) shares.

The corporation shall have authority to issue two (2) classes of stock. Two hundred fifty million (250,000,000) shares shall be common stock having a par value of \$.01 (hereinafter referred

to as "Common Stock") and fifty million (50,000,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1776 Ringling Boulevard, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders of the Corporation except that the Board of Directors of the Corporation may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors of the Corporation

ARTICLE VIII - Affiliated Transactions

The provisions of Chapter 607.0901 dealing with affiliated transactions shall not be applicable to this Corporation. The referenced statute is a section of the Florida Business Corporation Act.

ARTICLE IX - CONTROL SHARE ACQUISITIONS

The provisions of Chapter 607.0902 relating to control-share acquisitions shall be applicable to transactions relating to this Corporation and dealt with in the referenced statute, which is a section of the Florida Business Corporation Act.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision of these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned, acting as the sole member of the Board of Directors of the Corporation and the record and beneficial holder of all of the outstanding voting common stock of the Corporation has executed these Amended and Restated Articles of Incorporation on the 26th day of December, 2004.



BERTHOLD F. KASTEL

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.



WILLIAM T. KIRTLEY