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REFERENCE : 770981 7143536
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
2002 OCT -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 2002

ORDER TIME : 12:22 PM

ORDER NO. : 770981-035

CUSTOMER NO: 7143536

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-10/04/02--01043--018
*****43.75 *****43.75

CUSTOMER: Alyssa Sells, Esq
Sheryl A. Edwards, P.a.
Suite 720
1800 Second Street
Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: ROLEXIS, INC.

EFFECTIVE DATE:

XX__ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX__ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 OCT -4 PM 2:23

G. Coulllette OCT 04 2002

ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
OF
ROLEXIS, INC.

FILED
2002 OCT -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

ROLEXIS, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.

(b) To purchase and sell for itself and for others, personal

property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other professional corporation, and engage in the same or other character of business.

(e) To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of

acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be 1532 Main Street, Sarasota, Florida 34236 and mailing address of this Corporation shall be the same.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1800 Second Street, Suite 757, Sarasota, Florida 34236 and the Registered Agent is Sheryl A. Edwards, Esquire.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. Alex Gosetto resigns from his initial positions within the Corporation, specifically Director, President, Vice-President, Secretary and Treasurer of the Corporation. Rosaline Germanos-Gosetto has been appointed by the Shareholders to Director of the Corporation. The Board of Directors has appointed Rosaline Germanos-Gosetto to the positions of President, Vice-President, Secretary and Treasurer of the Corporation. The name and address of each member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Rosaline Germanos-Gosetto	1532 Main Street Sarasota, Florida 34236

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sheryl A. Edwards, Esquire	1800 Second Street, Suite 757 Sarasota, Florida 34236

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

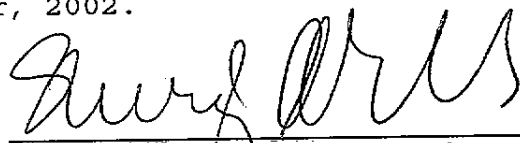
ARTICLE XIII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

The Articles of Amendment and Restatement are adopted this 3rd day of October, 2002.

The amendments and restatement were approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting on October 3, 2002 by a majority of the stock entitled to vote thereon shareholder. The number of votes cast for the amendment and restatement were sufficient for approval.

Signed this 3rd day of October, 2002.



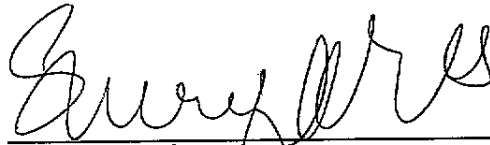
Sheryl A. Edwards, Esquire
Incorporator

Having been named as Registered Agent and to accept service of process for ROLEXIS, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete

performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

10/3/02

Date


Sheryl A. Edwards, Esquire
Registered Agent