

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

HTF TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

08/26/02

Restated Articles DC

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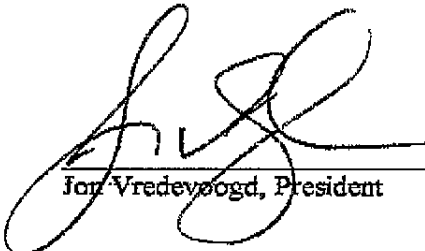
CERTIFICATE

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In accordance with Section 607.1007, Florida Statutes, the following matters are set forth:

- FIRST:** The name of the corporation is HTF Technologies, Inc.
- SECOND:** These Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.
- THIRD:** These Restated Articles of Incorporation were adopted by the directors of the corporation on August 13, 2002.
- FOURTH:** These Restated Articles of Incorporation contain amendments requiring shareholder approval.
- FIFTH:** These Restated Articles of Incorporation were duly approved by the shareholders of the corporation on August 13, 2002. The number of votes cast for the amendment was sufficient for approval.
- SIXTH:** The duly adopted Restated Articles of Incorporation supersede the original articles of incorporation.

Dated this 13th day of August 2002.


Jon Vredevoogd, President

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**RESTATED ARTICLES OF INCORPORATION
OF
HTF TECHNOLOGIES, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this corporation adopts the following restated articles of incorporation:

ARTICLE I

NAME AND ADDRESS: The name of this corporation is HTF TECHNOLOGIES, INC. The address of the corporation is 1808 SW 49th Terrace, Cape Coral, Florida 33914.

ARTICLE II

NATURE OF BUSINESS: This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares with a par value of \$0.0001. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND OFFICE: The street address of the registered office of this corporation is 1808 SW 49th Terrace, Cape Coral, Florida 33914. The name of the registered agent of this corporation is Jon Vredevoogd. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS: The number of Directors shall be set as provided in the by-laws, but shall be no less than 1 and no more than 15.

ARTICLE VII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided

that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE VIII

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the corporation and their activity on behalf of the corporation in such official capacity, the corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

ARTICLE IX

AMENDMENT: These Restated Articles of Incorporation may be further amended in the manner provided by law. Any rights conferred upon the shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the corporation executes these Restated Articles of Incorporation on the date indicated:

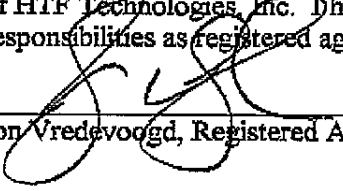


 Jon Vredevoogd, President

August 13, 2002

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I hereby accept my designation as resident agent and agree to serve as the resident agent of HTF Technologies, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for HTF Technologies, Inc.



Jon Vredevoogd, Registered Agent

August 13, 2002

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P.S

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