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BASIC AMENDMENT

FYI NETWORKS, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FYI NETWORKS, INC.**

The undersigned, does hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is: FYI NETWORKS, INC.

**ARTICLE TWO
PRINCIPLE OFFICE**

The principal office and mailing address of the Corporation is:

FYI NETWORKS, INC.
6441 East Hollandaire Drive
Boca Raton, FL 33433

**ARTICLE THREE
CAPITAL STOCK**

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall be authorized to issue and have outstanding at any one time shall be 60,000,000 which are to be divided into two classes as follows:

50,000,000 shares of common stock, par value \$.0001 per share; and

10,000,000 shares of blank check preferred stock, par value \$.0001 per share.

The blank check preferred stock may be created and issued from time to time in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional and/or other rights, including voting rights, qualifications, limitations, or restrictions as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as may be adopted from time to time in the

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sole discretion by the Corporation's Board of directors pursuant to the authority in this paragraph given.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term is defined in Section 607.10025 (1) of such Act, the authorized shares of the class or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

ARTICLE FOUR REGISTERED AGENT AND REGISTERED OFFICE

The name and post office address of the Corporation's registered agent is:

Jay Valinsky, Esq.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE FIVE AFFILIATED TRANSACTIONS

The 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 SIX CONTROL SHARE ACQUISITIONS

The 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.

ARTICLE SEVEN INDEMNIFICATION

The Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

The foregoing was adopted by the written consent of all of the directors and all of the shareholders of the Corporation as of August 19, 2003 pursuant to Sections 607.0821, 607.0704, 607.1003 and 607.1007 Florida Statutes. The number of votes cast for the amendments by the shareholders was sufficient for approval.

Dated as of August 19, 2003

FYI Networks, Inc.

Craig A. Grossberg, President

THE UNDERSIGNED, named as the registered agent in Article IV of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

Jay V. Vark