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TALLAHASSEE, FLORIDA

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General Counsel Advisors, P.A.

December 2, 2003

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

Re: Amended Articles of Incorporation for Iagent  
Corporation

To Whom It May Concern:

Enclosed are Amended Articles of Incorporation for Iagent Corporation, amending document #P03000073897, for filing and a check for \$35.00 payable to the Secretary of State for filing fees. Please note that David N. Rasmussen has tendered his resignation as registered agent for and president of Iagent Corporation, effective the 1<sup>st</sup> of December, 2003 and his name should be removed from your website. Subsequently, Jack Hiatt has been appointed as the registered agent for Iagent Corporation, effective the 1<sup>st</sup> of December, 2003. Please return all correspondence concerning this matter to the following:

Michael Sirmans  
General Counsel Advisors, P.A.  
1001 North Lake Destiny Road, Suite 300  
Maitland, FL 32751  
407-772-0825

Sincerely,

Michael Sirmans  
Legal Assistant  
General Counsel Advisors, P.A.

Enclosure

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IAGENT CORPORATION**

**FILED**  
03 DEC -4 PM 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Iagent Corporation**, a corporation duly organized under the Florida Business Corporation Act, (the "Corporation") does hereby certify:

1. The name of the Corporation is: **IAGENT CORPORATION**. The original Articles of Incorporation were filed with the Florida Secretary of State on July 3, 2003.
2. These Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, as amended (the "Restated Articles"). The amendments and restatements herein set forth have been duly approved in accordance with Chapter 607, Florida Statutes.
3. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is **Iagent Corporation**.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of the Corporation is: 3316 Regal Drive, Longwood, FL 32779.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE IV - STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: 5,000,000 shares, consisting of 5,000,000 shares of common stock, \$.001 par value per share (the "Common Stock").

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is: 493 Devon Place, Heathrow, FL 32746 and the registered agent of the Corporation at that address is: Jack Hiatt.

**ARTICLE VI - INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification


provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

#### **ARTICLE VII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this December 1, 2003. The restatement was adopted by the board of directors and does not contain any amendments requiring shareholder approval.

By: \_\_\_\_\_

  
Jack Hiatt, Director