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BASIC AMENDMENT

I-LIGHTER, INC.

Certificate of Status	0
Certified Copy	1
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May 12, 2005

FAX COVER SHEET

To: *Division of Corporations*

From: Mirna Hormechea

Fax: (850) 205-0380

Tel.#: (305) 341-3044

Tel.#: (850) 245-6051

Fax#: (305) 351-3801

Re: (((H05000121655 3)))

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Message: Please see attached transmittal letter regarding the Amended and Restated Articles of Incorporation of i-Lighter, Inc.

Please contact Mirna Hormechea at 305-341-3044 with any questions.
Please fax all communications to 305-351-3801.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
i-LIGHTER, INC.**

The Articles of Incorporation of i-Lighter, Inc. are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is i-Lighter, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address is 5201 Ravenswood Road, Suite 101, Ft. Lauderdale, Florida 33312. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE IV
NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the Florida Business Corporation Act and the laws of the United States of America.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares of all classes on capital stock which this Corporation shall have authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

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A. PROVISIONS RELATING TO THE PREFERRED STOCK:

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) Whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) The number of shares to constitute the class or series and the designations thereof;

(c) The preference and relative, participants optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) The dividend rate, if any, whether any such dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when any such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of or upon any distribution of the assets of the Corporation;

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(h) Whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price, ratio or rate at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable and in the best interests of the Corporation.

The shares of each class or series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

B. PROVISION RELATING TO THE COMMON STOCK:

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

C. GENERAL PROVISIONS:

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized and any other equity securities, or any notes, debentures, warrants, bonds, or

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other securities convertible into or options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of this Corporation is Martin L. Hoffman. The street address of the Corporation's registered office is 909 North Miami Beach Boulevard, Suite 201, Miami, Florida 33162.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is Martin L. Hoffman, 909 North Miami Beach Boulevard, Suite 201, Miami, Florida 33162..

ARTICLE VIII
SHAREHOLDER MEETING

The Corporation shall hold a special meeting of Shareholders only:

1. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
2. If the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall have no less than one (1), nor more than five (5) Directors. The number of Directors may be altered from time to time in accordance with the Corporation's Bylaws. The member of the initial Board of Directors is Marcia Hoffman.

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the Shareholders.

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ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article XI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the First day of March 2005.



Martin L. Hoffman, Incorporator

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