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SEC. OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN NOV 18 2004

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November 8, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation - Morgreen, Inc.
Our File: 5888.1000

Dear Sir/Madam:

I enclose herewith an original and a duplicate of the Amended and Restated Articles of Incorporation regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office. I am also enclosing a check in the amount of \$52.50 representing the filing and certified copy fee.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Ilene Ratner,
Legal Assistant

enc.

cc: Ronald N. Rosenwasser

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MORGREEN, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of MORGREEN, Inc. amend and restate the Articles of Incorporation of Morgreen, Inc., which were filed on June 10, 2004 with the Department of State, contain amendments (i) describing the purpose of the Corporation; (ii) changing the address of the principal place of business and (iii) imposing restrictions on the transfer of shares of the capital stock. These Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors of the corporation on October 18, 2004. Shareholder approval was not required to authorize these Restated Articles of Incorporation.

**ARTICLE I.
Name**

The name of the corporation is Morgreen, Inc.

**ARTICLE II.
Duration**

The corporation shall have perpetual existence.

**ARTICLE III.
Purpose**

The purpose of the Corporation is exclusively to operate a Certa ProPainters Ltd. exterior and interior painting franchise pursuant to a Franchise Agreement, as amended or assigned, between the Corporation and Certa ProPainters Ltd.

**ARTICLE IV.
Address**

The principal place of business of the corporation shall be: 4001 North Ocean Blvd., #1602 B, Boca Raton, Florida 33431.

**ARTICLE V.
Capital Stock**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Restrictions of Transfer of Shares of Stock: The transfer of issued shares of stock is hereby restricted so that Joseph Morante and Scott Greenberg shall continuously

collectively own at least 51% of the issued and outstanding voting shares of the Corporation.

ARTICLE VI.
Initial Registered Office and Agent

The street address of the registered office of this corporation is 4001 North Ocean Blvd., #1602 B, Boca Raton, Florida 33431, and the name of the registered agent of this corporation at the address is Scott Greenberg.

ARTICLE VII.
Board of Directors

The number of directors of the corporation shall be as set forth in the bylaws. Such number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the director of this corporation is: Joseph Morante, 4001 North Ocean Blvd., #1602 B, Boca Raton, Florida 33431.

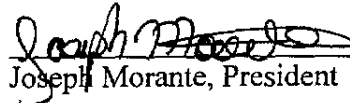
ARTICLE VIII.
Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX.
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 18 day of OCTOBER, 2004.



Joseph Morante, President