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BASIC AMENDMENT

CELLMINDER, INC.

Amended and Restated
Articles of
Incorporation

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CELLMINDER, INC.**

ARTICLE 1-NAME

The name of the Corporation is CELLMINDER, INC., (hereinafter, "Corporation").

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3293 Beazer Drive, Ocoee, Florida 34761 and the mailing address is the same.

ARTICLE 4-CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TWENTY MILLION (20,000,000) shares of Common Stock, each share having the par value of ONE CENT (\$.01) and Two Million Five Hundred Thousand (2,500,000) shares of Convertible Preferred Stock having the par value of ONE CENT (\$.01).

4.2 All holders of shares of Common Stock shall be identical with each other in every respect and all holder of Common Stock shall be entitled to have unlimited voting rights on all shares, and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 Subject to the rights of holders of Convertible Preferred Stock under Paragraph 4.7.2, all holders of shares of commons stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

4.5 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

4.6 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

4.7 The terms, rights and preferences of the convertible Preferred Stock are as follows:

4.7.1 Dividends.

The holders of Convertible Preferred Stock ("Preferred Stock") shall also be entitled to receive dividends together with the holders of Common Stock in the manner set forth in this Paragraph. The holders of Preferred Stock shall be entitled to receive when and as declared by the Board of Directors of the Corporation, out of funds available for that purpose under Florida statutes, as amended, and other applicable law, a portion of any dividends declared on shares of Common Stock, whether payable in cash or in kind, equal to the amount of the dividend that would have been payable in respect to the shares of Common Stock into which all outstanding shares of the Preferred Stock could have been converted on the date of the declaration of the dividend. Any dividends that are declared but not paid shall accumulate until paid.

4.7.2 Liquidation Preference.

(a) Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, the holders of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock of the Corporation, an amount in cash equal to \$1.00 per share of Preferred Stock (as presently constituted and as appropriately adjusted for any stock dividends, combinations, splits and the like with respect to the Preferred Stock), plus a further amount equal to any accrued but unpaid dividends on those shares.

If upon the liquidation or winding up of the Corporation, the assets of the Corporation are insufficient to provide for the cash payment described above to the holders of Preferred Stock, such assets as are legally available for distribution shall be paid ratably to the holders of Preferred Stock in proportion to the amount of Preferred Stock held by each holder.

(b) Noncash distributions. If any of the assets of the Corporation are to be distributed other than in cash under this Paragraph 4.7.2 or for any purpose, then the Board of Directors of the Corporation shall promptly engage independent competent appraisers acceptable to the holders of a majority of the outstanding shares of Preferred Stock to determine value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of the appraiser's valuation, give prompt written notice to such holder of shares of Preferred

Stock or Common Stock of the appraiser's valuation.

(e) Automatic Cancellation. Upon payment of distribution of all amount to be paid to the holders of Preferred Stock in the event of liquidation hereunder, the shares of Preferred Stock shall be deemed to be automatically cancelled and the rights and preferences contained herein shall be null and void.

4.7.3 Conversion. The holders of the Preferred Stock shall have conversion rights as follow (the "Conversion Rights").

(a) Right to Convert. Each share of Preferred Stock shall be convertible without payment of any additional consideration by the holder thereof and, at the option of the holder thereof, at any time after the date of issuance of the share at the office of the Corporation or any transfer agent for the Preferred Stock. Each share of Preferred Stock shall be convertible into the number of validly issued, fully paid and nonassessable shares of Common Stock which results from dividing the Conversion Price per share (as hereinafter defined) in effect for the Preferred Stock at the time of conversion into the per share Conversion Value (as hereinafter defined) of the Preferred Stock. The initial Conversion Price per share of Preferred Stock shall be \$1.00 and the per share Conversion Value of Preferred Stock shall be the Conversion Price. The initial Price of Preferred Stock shall be subject to adjustment from time to time as provided below. The number of shares of Common Stock into which a share of Preferred Stock is convertible is hereinafter referred to as (the "Conversion Rate").

(b) Automatic Conversion. Each share of Preferred Stock shall automatically and immediately be converted into shares of Common Stock at its then effective Conversion Rate upon the closing of a public offering pursuant to an effective registration statement on Form S-1 (or any successor form) under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation if the offering price per share (prior to underwriting commissions and expenses) is not less than twice the Conversion Price and the net proceeds to the Company after all costs and expenses, including, but not limited to, underwriting discounts and commissions, will be at least \$20,000,000. Any automatic conversion shall be effective without any action on the part of the holder of Preferred Stock upon not less than 20 days prior written notice of the automatic conversion delivered to all holders of the Preferred Stock.

(c) Mechanics of Conversion. Before any holder of Preferred Stock shall be entitled to convert the same into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock and shall give written notice to the Corporation at that office that the holder elects to convert the same (except that no

written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to Paragraph 4.7.3.(b) hereof). As soon as practical thereafter, the Corporation shall issue and deliver to the holder of Preferred Stock a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled as aforesaid and a certificate representing the number of shares of Preferred Stock that were represented by the certificate or certificates delivered to the Corporation in connection with the conversion but that were not converted. The conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of Preferred Stock to be converted (except that in the case of an automatic conversion pursuant to Paragraph 4.7.3(b) hereof the conversion shall be deemed to have been made immediately prior to the closing of the offering referred to in Paragraph 4.7.3 (b) and the person or persons entitled to receive the shares of Common Stock issuable upon the conversion shall be treated for all purposes as the record holder or holders of the shares of Common Stock on the date.

(d) **Fractional Shares.** In lieu of any fractional shares to which the holder of Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to that fraction multiplied by the fair market value of one share of Common Stock as determined by the Board of Directors of the Corporation. Whether or not fractional shares are issuable upon conversion shall be determined on the basis of the total number of shares of Preferred Stock of each holder at the time converting into Common Stock and the number of shares of Common Stock issuable upon such an aggregate conversion.

(e) **Conversion Price Adjustments of Preferred Stock for Certain Dilutive Issuances, Splits and Combinations.** The conversion price of the Preferred Stock shall be subject to adjustment from time to time as follows:

(i) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend on the Common Stock payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock then, on the date the payment is made or the change is effective, the conversion price of the Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be increased in proportion to the increase of outstanding shares.

(ii) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of that combination, the Conversion Price of the Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of Preferred Stock shall be decreased in proportion to the decrease in outstanding shares.

(iii) If at any time after the date hereof, there is any capital reorganization, any reclassification of the stock of the Corporation (other than as a result of a stock dividend or subdivision, split-up or combination of share), a consolidation or merger of the Corporation with or into another corporation (other than in which the Corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the Corporation, the shares of Preferred Stock shall, after the reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or otherwise to which each holder would have been entitled if immediately prior to the reorganization, reclassification, consolidation, merger, sale or other disposition he had converted his shares of Preferred Stock into Common Stock. The provisions of this clause (iii) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(f) **No Impairment.** The Corporation will not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, but will at all times in good faith assist in carrying out all the provisions of this Paragraph 4.7.3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Preferred Stock against impairment. The Corporation will not close its books against the transfer of Preferred Stock or of Common Stock issued or issuable upon conversion of Preferred Stock in any manner that interferes with the timely conversion of Preferred Stock.

(g) **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to this Paragraph 4.7.3, the Corporation at its expense shall promptly compute the adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Preferred Stock a certificate setting forth the adjustment or readjustment and showing in detail the facts upon which the adjustment or readjustment is based. The Corporation shall, upon written request, at any time of any holder of Preferred Stock, furnish or cause to be furnished to the holder a like certificate setting forth (i) the adjustments and readjustments, (ii) the Conversion Rate of the Preferred Stock in effect at the time, and (iii) the number of shares of Common Stock and the amount, if any, of other property that at the time would be received upon the conversion of the holder's shares of Preferred Stock.

(h) **Notice of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the

holders hereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the Corporation shall mail to each holder of Preferred Stock at least ten (10) days prior to that record date, but not later than the date notice is given to the holders of Common Stock, a notice specifying the date on which any such record is to be taken for the purpose of the dividend or distribution or right, and the amount and character of the dividend, distribution or right.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued share of Common Stock solely for the purpose of effecting the conversion of the share of Preferred Stock that number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding share of Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to that number of shares as shall be sufficient for that purpose.

(j) Notices. Any notice required by the provisions of this Paragraph 4.7.3 to be given to the holders of shares of Preferred Stock shall be deemed given when actually received or, if earlier, five days after deposit in the United States mail, postage prepaid, certified or express mail, return receipt requested, and addressed to each holder of record at his, her, or its address appearing on the books of the Corporation.

(k) Reissuance of Converted Shares. No shares of Preferred Stock that have been converted into Common Stock after the original issuance thereof shall ever again be reissued, sold or transferred and all shares so converted shall upon that conversion cease to be a part of the authorized shares of the Corporation and the number of shares of Preferred Stock authorized shall be reduced by the number of shares so converted.

(l) Issue Taxes. The Corporation shall pay any and all issue and other taxes or other costs that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of the Preferred Stock pursuant hereto.

(m) Certain Events. If any event occurs of the type contemplated but not expressly provided for by the provisions of the Paragraph 4.7.3, then the Corporation's Board of Directors will make an appropriate adjustment in the Conversion Price for the Preferred Stock to protect the rights of the holders thereof.

ARTICLE 5-POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 6-TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 7-REGISTERED OWNERS

This Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 8-REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A. 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 9-BYLAWS

The Board of Directors of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, amendment, or repeal of the Bylaws.

ARTICLE 10-EFFECTIVE DATE

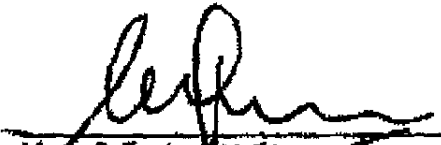
These Amended and Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 11-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

These Amended and Restated Articles of Incorporation were approved by the shareholders on July 5th, 2005. The number of votes cast for these Amended and Restated Articles were sufficient for approval.

Signed this 6th day of July, 2005.


Martin P. Foster, Secretary