

12-22-2005

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FROM: RUTHERFORD, MULHALL, P.A.

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**BASIC AMENDMENT
EXCITEMENT MEDIA, INC.**

Certificate of Status	0
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*Amended & Restated
Art,
12/23/05*

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EXCITEMENT MEDIA, INC.

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Pursuant to Section 607.1007, Florida Statutes, the Board of Directors of EXCITEMENT MEDIA, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed a Written Consent in Lieu of Special Meeting of the Board of Directors and Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, do hereby adopt the following Amended and Restated Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is EXCITEMENT MEDIA, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 25,000,000 Class A voting common shares at \$.001 par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address and the principal office of the Corporation shall be 8497 Thousand Pines Circle, West Palm Beach, FL 33411.

ARTICLE V

The name of the Corporation's registered agent is EDWARD L. SIGALL, 8497 Thousand Pines Circle, West Palm Beach, FL 33411.

ARTICLE VI

The number of Directors constituting the Board of Directors of this Corporation is Three (3). The number of directors may be either increased or decreased from time to time as provided

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in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
EDWARD SIGALL	8497 Thousand Pines Circle West Palm Beach, FL 33411
JEFFREY HILLIER	9715 Savannah Estates Drive Lake Worth, FL 33467
RICHARD KULPA	6146 Terra Rosa Circle Boynton Beach, FL 33437

The Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VII

The name and address of the Incorporator is EDWARD L. SIGALL, 8497 Thousand Pines Circle, West Palm Beach, FL 33411.

ARTICLE VIII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Amended Articles notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Bylaws of the Corporation.

ARTICLE XI

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.


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ARTICLE XII

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 16th day of December, 2005.



JEFFREY HILLIER, Director and Shareholder

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared JEFFREY HILLIER to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation of EXCITEMENT MEDIA, INC., and he acknowledged before me that he subscribed to these Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 16th day of December, 2005.



Notary Public



Lalaine A. Landau
Commission #D8174793
Expires: Feb 04, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That EXCITEMENT MEDIA, INC., organized under the laws of the State of Florida, with its principal place of business at 8497 Thousand Pines Circle, West Palm Beach, FL 33411 has named EDWARD L. SIGALL, 8497 Thousand Pines Circle, West Palm Beach, FL 33411 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


EDWARD L. SIGALL

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