

SEP-22-2006 FRI 09:44 AM TRIPP SCOTT, P.A.

FAX NO. 9547618475

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**FLUENT, INC**

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

**THE UNDERSIGNED**, as Chief Executive Officer of FLUENT, INC., a Florida corporation ("Corporation"), does hereby certify that the following have been adopted as the Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (as amended, the "Original Articles") which the Corporation filed with the Florida Department of State on September 9, 2005 under Document No. P05000124201.

**NOW, THEREFORE**, the Original Articles are hereby amended and restated as follows:

**ARTICLE 1 - NAME**

The name of the Corporation shall be:

FLUENT, INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE 3 - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this Corporation is:

1052 S. Powerline Road  
Deerfield Beach, FL 33442

**ARTICLE 4 - INCORPORATOR**

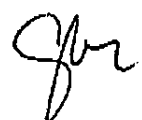
The name and street address of the incorporator of this Corporation is:

Business Filings Incorporated  
Mark Schiff, AVP  
8025 Excelsior Drive, Ste. 200  
Madison, WI 53717

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Prepared By: William J. Gross, Esq.  
FL Bar No. 0898678  
Tripp Scott, PA  
PO Box 14245  
Ft. Lauderdale, FL 33302  
(954) 525-7500



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**ARTICLE 5 - CAPITAL STOCK**

The total number of shares which the Corporation shall have the authority to issue is 30,000,000 shares of common stock (the "Common Stock"). The shares of Common Stock shall have a par value of \$0.001.

Upon the filing of these Amended and Restated Articles of Incorporation there shall be a reclassification and 7,000 for 1 forward stock split (the "Stock Split") of the issued and outstanding shares of the common stock of the Corporation, \$0.01 par value, issued and outstanding immediately prior to the time this amendment becomes effective (the "Old Common Stock"), such that immediately upon such filing each share of Old Common Stock shall be converted and reclassified into and exchanged for 7,000 shares of the Common Stock of the Corporation. No fractional shares of Common Stock shall be issued upon the Stock Split. A cash payment for each such fractional share determined by multiplying such fractional share by one dollar \$1.00, will be made with respect to any fraction of a share which would otherwise be issued upon the Stock Split.

Immediately prior to the filing of these Amended and Restated Articles of Incorporation, 2,000 shares of Old Common Stock were issued and outstanding. After giving affect to the Stock Split, 14,000,000 shares of Common Stock, \$0.001 par value, shall be issued and outstanding.

**ARTICLE 6 - DIRECTORS/OFFICERS**

The directors of the Corporation are:

Gregory Miller

10447 NW 58<sup>th</sup> Place  
Parkland, FL 33076

Michael Miller

P.O. Box 1295  
Pompano Beach, FL 33061

The officers of the Corporation are:

Gregory Miller

CEO

10447 NW 58<sup>th</sup> Place  
Parkland, FL 33076

Michael Miller

President  
Secretary

P. O. Box 1295  
Pompano Beach, FL 33061

**ARTICLE 7 - INDEMNIFICATION**

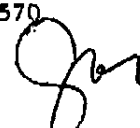
The Corporation shall indemnify any officer or director, or any former officer or Director, to the full extent permitted by applicable law.

**ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent and the street address of the registered office of this Corporation in the State of Florida is:

Gregory Miller  
1052 S. Powerline Road  
Deerfield Beach, FL 33442

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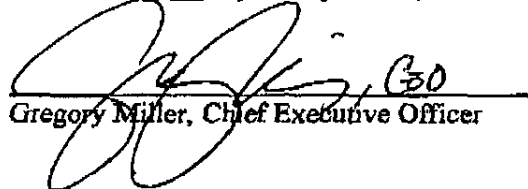
**ARTICLE 9 - AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of the shareholders holding a majority of the issued and outstanding common stock of the Corporation.

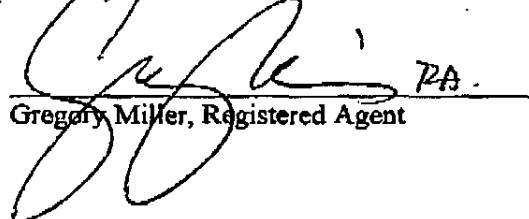
\* \* \* \* \*

The amendments were approved by the unanimous written consent of the Board of Directors of the Corporation and the unanimous written consent of the shareholders of the Corporation as of September 19, 2006.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Registered Agent have executed these Amended and Restated Articles of Incorporation this 19<sup>th</sup> day of September, 2006.

  
\_\_\_\_\_  
Gregory Miller, Chief Executive Officer

THE UNDERSIGNED, named as the registered agent in Article 8 of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Gregory Miller, Registered Agent

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