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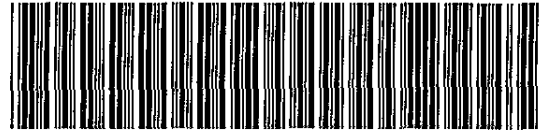
(Business Entity Name)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 JUL -1 PM 4:36

*Amended & Restated  
Art.*

*07/09/03*

*DC*

Kenneth A. Wenzel  
Direct Dial: 561.862.4118  
Direct Facsimile: 561.862.4960  
kwenzel@hodgsonruss.com



June 30, 2003

**Via Federal Express**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Network International Solutions, Inc.

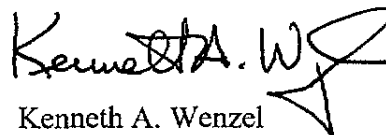
Ladies and Gentlemen:

Enclosed is an original and one copy of the Amended and Restated Articles of Incorporation of Network International Solutions, Inc., together with a check in the amount of \$43.75, representing:

Filing Fee:	\$35.00
Certified Copy:	\$ 8.75

Please return a certified copy of the Amended and Restated Articles of Incorporation to the undersigned.

Very truly yours,

  
Kenneth A. Wenzel

KAW/lcd  
Enclosures (3)

FLADOCS 147972v1 (366C011.DOC)

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NETWORK INTERNATIONAL SOLUTIONS, INC.**

FILED  
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DIVISION OF CORPORATIONS  
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In accordance with Sections 607.1006 and 607.1007, Florida Statutes, the undersigned President of NETWORK INTERNATIONAL SOLUTIONS, INC., a Florida corporation (the "Corporation"), pursuant to a unanimous written consent signed by all of the members of the Board of Directors of this Corporation, and pursuant to a resolution adopted by those shareholders of the Corporation holding at least a majority of the votes entitled to be cast, hereby amends the Articles of Incorporation of NETWORK INTERNATIONAL SOLUTIONS, INC., by deleting in their entirety Article I through and including Article XI, inclusive, of said Articles, which were originally filed with and accepted by the Florida Department of State on August 8, 1994, as were amended on September 5, 2000 and as were further amended on August 12, 2002, and inserting in their place Article I through Article VI, inclusive, as set forth below, and further restates in their entirety the Articles of Incorporation of the Corporation, to read as follows:

**"ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is NETWORK INTERNATIONAL SOLUTIONS, INC. and the mailing and street address of this corporation shall be 1000 W. McNab Road, Suite 108, Pompano Beach, Florida 33069.

**ARTICLE II  
PURPOSES AND POWERS**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
SHARES**

The aggregate number of shares which this corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock, having a par value of \$.001 per share, which common shares, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this corporation upon dissolution.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 224 N.W. 78<sup>th</sup> Terrace, Margate, Florida 33069, and the name of the initial registered agent of this corporation at that address is Jose Cid.

ARTICLE V  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Dennis M. Solomon    217 Old Meadow Way  
Palm Beach Gardens, FL 33418

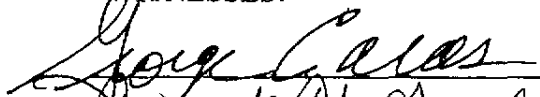
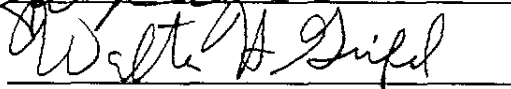
ARTICLE VI  
SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders of this corporation may be called by its Board of Directors or by the holders of at least twenty percent (20%) of the issued and outstanding shares of this corporation."

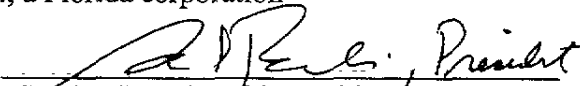
The amendments to and the restatement of the Articles of Incorporation as set forth above in this Amended and Restated Articles of Incorporation were approved by all of the members of the Board of Directors by the execution of a written consent of directors dated as of the 6<sup>th</sup> day of MAY, 2003 and were also approved by a resolution of the shareholders holding at least a majority of the votes entitled to be cast at a meeting of the shareholders held on the 16<sup>th</sup> day of June, 2003. Such approval of the Amendments to and Restatement of the Articles of Incorporation of this Corporation by the shareholders as stated above is sufficient for the approval and adoption of the Amendments to and Restatement of the Articles of Incorporation as contained herein.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Amended and Restated Articles of Incorporation this 16 day of JUNE, 2003.

WITNESSES:

NETWORK INTERNATIONAL SOLUTIONS,  
INC., a Florida corporation

By: , President  
Stanley J. Badowski, President