

P95000010454

10/06/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: LISA A LANIUS PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: ELECTRONIC BUSINESS NETWORK, INC.
AUDIT NUMBER.....H98000018573
DOC TYPE.....BASIC AMENDMENT
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Amended
&
Restated
10-7-98

SENT BY:Ruden McClosky et al. ;10- 7-98 ;10:17AM ;

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10/06/98

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10/06/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

ELECTRONIC BUSINESS NETWORK, INC.
1207 HAMPTON BLVD.
N. LAUDERDALE, FL 33068

SUBJECT: ELECTRONIC BUSINESS NETWORK, INC.
REF: P95000010454

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Darlene Connell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

ELECTRONIC BUSINESS NETWORK, INC.
1207 HAMPTON BLVD.
N. LAUDERDALE, FL. 33068

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000018573
Letter Number: 198A00049919

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

SENT BY: Ruden McClosky et al. ; 10-7-98 ; 10:16AM ;

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FACSIMILE COVER SHEET

RUDEN
MCGLOSKY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

POST OFFICE BOX 1900
FORT LAUDERDALE, FLORIDA 33302

(954) 764-6660
FAX: (954) 764-4996

DATE: 10/7/98
FROM: Marci Shaffer - 0146
FILE NO.: 36572-1
DIRECT DIAL NO.: (954) 761-2910

Number of Pages: (including cover sheet) 6

If there are any problems or complications, please notify us immediately at (954) 764-6660

TO: FL Dept. of State

COMPANY:

FAX NO.: 850-922-4000

COMMENTS:

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FA#: H98-18573

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ELECTRONIC BUSINESS NETWORK, INC.

FILED
98 OCT -7 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporations Act (the "FBCA"),
Electronic Business Network, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on February 6, 1995.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is ELECTRONIC BUSINESS NETWORK, INC.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is Ten Million (10,000,000), comprised of Nine Million (9,000,000) shares of Common Stock, having a par value of \$.001 per share, and One Million (1,000,000) shares, without par value, the preferences, limitations and relative rights of which shall be set forth and described in these Articles of Incorporation prior to issuance (the "Undesignated Stock").

Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al., P.O. Box 1900
Ft. Lauderdale, FL 33301
954-764-6660

FA#: H98-18573

FA#: H98-18573

The relative rights, preferences and limitations of the shares of each class shall be as follows:

A. Common Stock

Each holder of shares of Common Stock shall be entitled to one (1) vote for each share registered in the name of such holder on the books of the Corporation upon all matters to be voted upon by the shareholders of the Corporation.

B. Undesignated Stock

(1) The Board of Directors of the Corporation may determine the preferences, limitations and relative rights of the Undesignated Stock to the extent permitted by the FBCA before the issuance of any shares of that class or of one or more series within a class before the issuance of any shares of that series. Each class or series shall be appropriately designated by a distinguishing designation prior to the issuance of any shares thereof.

(2) Prior to the issuance of any shares of a class or series of Undesignated Stock, the Board of Directors of the Corporation shall establish such class or series by adopting a resolution and by filing with the Department of State of Florida articles of amendment setting forth the designation and number of shares of the class or series and the preferences, limitations and relative rights thereof.

ARTICLE IV
REGISTERED AGENT

The registered office of the Corporation is 1207 Hampton Boulevard, North Lauderdale, Florida 33068-5312 and the name of the registered agent at such address is Garland E. Harris.

ARTICLE V
TERM OF EXISTENCE

The Corporation is to have perpetual existence.

FA#: H98-18573

ARTICLE VI
LIMITS ON LIABILITY; RIGHT TO INDEMNIFICATION

A. Limitation on Liability of Directors

The liability of members of the Board of Directors of the Corporation shall be limited to the fullest extent permitted by Section 607.0831 of the FBCA or any successor or supplemental provision thereof relating to the liability of directors of corporations incorporated under the FBCA.

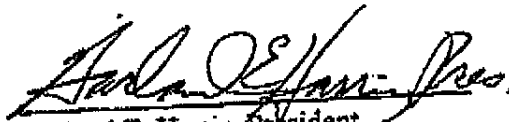
B. Right to Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0831 of the FBCA or any successor or supplemental provision thereof, indemnify all person to which it may have the power to indemnify under said provisions, from and against all liabilities, expenses and costs permitted thereby, including, without limitation, the right to receive advancement of expenses. The indemnification provided for herein shall not be deemed to be exclusive of any other rights to which the indemnified parties may be entitled under any By-law, indemnification agreement, insurance policy or otherwise, and shall apply both to actions taken in a official capacity and to actions taken in any other capacity, whether taken on behalf of the Corporation or at its direction. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of such person's heirs, executors and administrators.

These Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on September 30, 1998. The shareholders of the Corporation unanimously approved the amendments effected by these Restated Articles of Incorporation on September 30, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30 day of September, 1998.

ELECTRONIC BUSINESS NETWORK, INC.


Garland E. Harris, President

FTL:358272.1

FA#: H98-18573
1-408 P.08/06/98 F-588

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98-10-07 03:02pm From-RUDEN MCCLOCKY SMITH