

P95000091556



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 177222 96749A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : March 22, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 177222-005

CUSTOMER NO: 96749A

000002813490--6

CUSTOMER: Rebecca J. Del Medico, Esq
Rebecca J. Del Medico, Esq
14 Tara Lakes Drive East

Boynton Beach, FL 33436

DOMESTIC AMENDMENT FILING

NAME: WINGS ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS

FILED
99 MAR 22 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 22 PM 12:06
DIVISION OF CORPORATIONS

3/22

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINGS ONLINE, INC.**

FILED
99 MAR 22 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name

The name of this corporation is Wing Online, Inc.

Article II Principal Address

Concorde Centre II
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

Article III Duration

This corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV Nature of Business

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

Article V Capital Stock

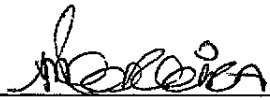
This corporation is authorized to issue 50,000,000 shares of, \$.0001 par value, common stock and 5,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

Article VI Registered Office and Agent

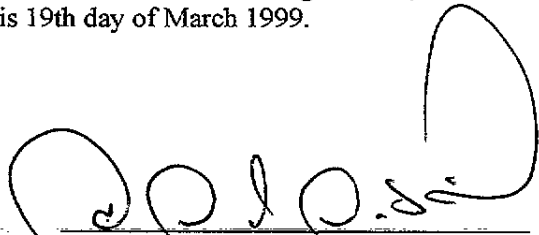
The street address of the initial registered office of this corporation is 14 Tara Lakes Drive East, Boynton Beach, Florida 33436 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 14 Tara Lakes Drive East, Boynton Beach, Florida 33436.

IN WITNESS WHEREOF, the undersigned, the officers and Directors of Wings Online, Inc. have executed this Amendment to the Articles of Incorporation this 19th day of March 1999.

ATTEST:



Maxine Pereira, President and Director



Camilo Pereira, Chief Executive Officer and
Director

Article VII Board of Directors

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article IX Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article X Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

Article XII Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XII Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

This Amendment was adopted by the Board of Directors and sole shareholder of Wings Online, Inc. by Written Action on March 19, 1999.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST-THAT

WINGS ONLINE INC.
(NAME OF CORPORATION)

A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

AVENTURA, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 14 TARA LAKES DRIVE EAST
CITY OF BOYNTON BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Camilo Pereira,

TITLE: Chief Executive Officer and Director

DATE: March 19, 1999

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 AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

Rebecca J. Del Medico, Registered Agent

DATE: March 19, 1999