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fusive.com
Uniting Vision & Technology

March 15, 2000

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

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RE: Fusive.com, Corp. (Fein # 65-0639591)

To Whom It May Concern:

Enclosed please find Amended and Restated Articles of Incorporation for Fusive.com, Corp., f/k/a Internet Communication Network, Corp.. Also enclosed is a check for \$43.75 (\$35 filing fee and \$8.75 for a certified copy of the amended articles) made payable to the Department of State.

Please mail the certified copy of the amended articles to the following address:

Deborah Branham
Fusive.com, Corp.
800 Fairway Drive, Ste. 100
Deerfield Beach, FL 33441

If you have any questions or need additional information, please do not hesitate to contact me at 954-422-8385.
Thank you for your attention to this matter.

Sincerely,



Deborah Branham
Director, Corporate & Legal Affairs

FILED
00 MAR 16 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.....
Fusive.com Corporation
800 Fairway Drive
Deerfield Beach, FL 33441-1830

phone: 954.422.8300
fax: 954.571.3700
e-mail: info@fusive.com

T. LEWIS MAR 24 2000

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUSIVE.COM, CORP
(a Florida corporation)**

FILED
00 MAR 15 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **FUSIVE.COM, CORP.**, a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on January 12, 1996, are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is **FUSIVE.COM, CORP.**, (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The current address of the principal place of business of the Corporation is 800 Fairway Drive, Suite 100, Deerfield Beach, Florida 33441, or in any other city in the State of Florida designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is David Finkelstein, 800 Fairway Drive, Suite 100, Deerfield Beach, Florida 33441.

ARTICLE III - PURPOSE

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the FBCA, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of (a) Fifty Million (50,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock") and (b) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

Effective as of the close of business on the date that this Amended and Restated Articles of Incorporation is filed with the Secretary of State of the State of Florida, and without further action on the part of the Corporation or the holders of its issued and outstanding shares of Class A Common Stock, par value, \$0.001 per share ("Class A Common Stock"), or the holders of options, warrants or rights with respect to such shares, each share of the issued and outstanding Class A Common Stock of the Corporation, and each share of Class A Common Stock which is subject to any such options, warrants or rights, shall be changed into and reclassified as one (1) share of

Common Stock of the Corporation. From and after the date of the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each certificate and agreement that heretofore represented shares of, or options, warrants or rights to, Class A Common Stock shall thereafter represent the number of whole shares of Common Stock into which the shares of Class A Common Stock represented by such certificate or agreement were reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Class A Common Stock shall receive, upon surrender of each such certificate or certificates, new certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

A statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or Section B of this Article IV of these Amended and Restated Articles of Incorporation or any shareholders' agreement to which the Corporation and its shareholders may be a party, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

B. Preferred Stock

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in Section B of this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation and any shareholders' agreement to which the Corporation and its shareholders may be a party, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to these Amended and Restated Articles of Incorporation, which shall be filed in accordance with the FBCA, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of

Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors, acting in accordance with these Amended and Restated Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Amended and Restated Articles of Incorporation.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than two (2) nor more than nine (9) members. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE VI - DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board of Directors) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of the committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed

in the minutes of the proceedings of the Board of Directors. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise.

ARTICLE VII - CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by applicable law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of applicable law) (i) the holders of not less than thirty-three and one-third ($33\frac{1}{3}$) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer or (c) the Corporation's Secretary upon the written request of three or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

ARTICLE VIII - SHAREHOLDER ACTION BY WRITTEN CONSENT

Any action required or permitted to be taken at any annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such matter having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action to be taken, dated and signed by approving shareholders having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the book in which proceedings of meetings of the Corporation are recorded. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the Florida Business Corporation Act.

ARTICLE IX - KEEPING OF BOOKS

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. Subject to the provisions of the FBCA, the books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE X - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the FBCA as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be director of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article XI shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XI.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article XI to directors of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article XI shall not be exclusive of any other right which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article XI shall not adversely affect any rights to indemnification and to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE XII - BYLAW AMENDMENT

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such amendment and restatement of the Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Board of Directors of the Corporation, dated March 3, 2000, and by Written Consent of the Shareholders of the Corporation, dated March 3, 2000, which shareholders' consent was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 3rd day of March, 2000.

FUSIVE.COM CORP.

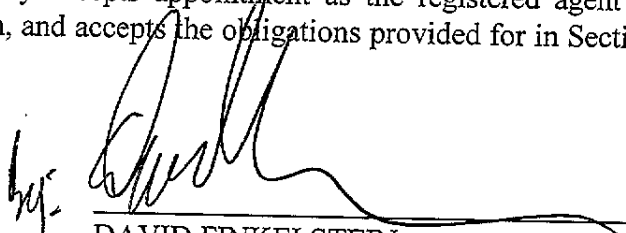
BY: 

DAVID FINKELSTEIN, President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

**OF
FUSIVE.COM, CORP.**

The undersigned, David Finkelstein, whose business address is 800 Fairway Drive, Suite 100, Deerfield Beach, Florida 33441, hereby accepts appointment as the registered agent of **FUSIVE.COM, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



DAVID FINKELSTEIN
Registered Agent

**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FUSIVE.COM, CORP.**

Fusive.com, Corp., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.0404, 607.1003 and 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

1. The name of the Corporation is Fusive.com, Corp.
2. The Corporation's Articles of Incorporation were originally initially filed with the Secretary of State of the State of Florida on January 12, 1996.
3. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, (i) that the aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of (a) Fifty Million (50,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock") and (b) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share; (ii) effective as of the close of business on the date that the Amended and Restated Articles of Incorporation is filed with the Secretary of State of the State of Florida, and without further action on the part of the Corporation or the holders of its issued and outstanding shares of Class A Common Stock, par value, \$0.001 per share ("Class A Common Stock"), or the holders of options, warrants or rights with respect to such shares, each share of the issued and outstanding Class A Common Stock of the Corporation, and each share of Class A Common Stock which is subject to any such options, warrants or rights, shall be changed into and reclassified as one (1) share of Common Stock of the Corporation. From and after the date of the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each certificate and agreement that heretofore represented shares of, or options, warrants or rights to, Class A Common Stock shall thereafter represent the number of whole shares of Common Stock into which the shares of Class A Common Stock represented by such certificate or agreement were reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Class A Common Stock shall receive, upon surrender of each such certificate or certificates, new certificates evidencing and representing the number of shares of Common Stock to which such person is entitled; (iii) for certain anti-takeover provisions, including the provision that special meetings of

the shareholders of the Corporation may be called only by (a) the holders of not less than thirty-three and one-third ($33\frac{1}{3}$) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held, or (b) the meeting is called by (aa) the Board of Directors of the Corporation (the "Board of Directors") pursuant to a resolution approved by a majority of the entire Board of Directors, (bb) the Corporation's Chairman of the Board of Directors or Chief Executive Officer or (cc) the Corporation's Secretary upon the written request of three or more members of the Board of Directors; and (iv) the rescission and deletion of what was previously Article III, which previously provided for the redemption by the Corporation of all outstanding Class A Common Stock upon a "designated change in control" (as defined therein).

4. The Amendment and Restatement hereby made to the Articles of Incorporation of the Corporation was duly adopted by respective written consents executed by the holders of not less than 80% of the voting power of the outstanding capital stock of, and all the members of the Board of Directors of, the Corporation as of the 3rd day of March, 2000, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 3, 2000.

FUSIVE.COM, CORP.

By: 

Name: David Finkelstein

Title: President