

Friday, May 19, 2000

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

OPTIMA 2000 INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$35.00 |

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Corporate Filing

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 16, 2000 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Agrolio Corporation

Old Name: Optima 2000, Inc.

Article II. Address. The Corporation's mailing address is:

Agrolio Corporation
205 Worth Avenue Suite 201
Worth Avenue Building
Palm Beach FL 33480

Article III. Registered Agent. The Corporation's registered agent is:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Officers. The Corporation's officers are:

| | |
|-----------|---------------|
| President | J. Paul Hines |
| Secretary | |
| Treasurer | |

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

J. Paul Hines

Article VI. Capital Stock. The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$.0001 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Optima 2000, Inc.
Agrolis Corporation

By: 

J. Paul Hines

Name: J. Paul Hines

Title: President

Date: May 16, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

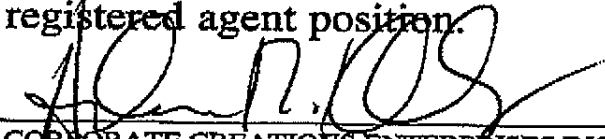
CORPORATION:

Agrolio Corporation

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Andreas M. Kelly, Vice President

Date: May 19, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686