

P96000063149

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE 850-222-7717

FAX 850-222-3494

www.ghrlaw.com

E-MAIL ADDRESS

KELLY B. PLANTE, ESQUIRE

October 20, 2000

FILED
00 OCT 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

000003434290--7
-10/23/00--01003--003
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

AGA Engineering and Trading, Inc.
Document Number:P96000063149

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 20 PM 3:59
TO AGA ENGINEERING
AND TRADING, INC.
SUFFICIENCY OF FILING

KBP/ams

Enclosures

GHRCORP/GHR2.295

Stiglitz/187009-1

G. COULLETTE OCT 23 2000

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AGA ENGINEERING AND TRADING, INC.**

The undersigned, Grigory Brodski, President of AGA ENGINEERING AND TRADING, INC., a Florida corporation (the "Corporation"), originally incorporated in the State of Florida on June 29, 1996, for the purpose of amending and restating the Corporation's Articles of Incorporation, hereby certifies that the following Amended and Restated Articles of Incorporation have been duly adopted in accordance with the Florida Business Corporation Act (the "Act"), including the adoption and approval by both the Board of Directors and the Shareholders of the Corporation by joint written consent to action in lieu of a special meeting, dated as of April 1, 2000, and the necessary number of shares of each and every voting group as required by the Act were voted in favor of these Amended and Restated Articles of Incorporation which shall become effective upon filing with the Florida Department of State.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is AGA ENGINEERING AND TRADING, INC (the "Corporation"). The mailing address of the Corporation is 107 Monadnock Road, Newton, Massachusetts 02467.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose or purposes of the Corporation are:

(1) To conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized under the Act; and

(2) In general, to possess and exercise all the powers and privileges granted by the Act or any other law of Florida or by these Amended and Restated Articles of Incorporation, together with any power incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation. The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Act.

FILED
00 OCT 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - CAPITAL STOCK

SECTION 1. Authorized Stock. The maximum number of shares of capital stock which this Corporation shall have authority to issue is One Billion One Hundred Million (1,100,000,000), consisting of One Billion (1,000,000,000) shares of Common Stock, \$.0001 par value, and One Hundred Million (100,000,000) shares of Preferred Stock, \$.0001 par value.

SECTION 2. Simultaneous Dividends and/or Exchange, Reclassification, or Cancellation of Issued Shares. Simultaneous upon filing these Amended and Restated Articles of Incorporation with the Florida Department of State, the shareholders and Board of Directors of the Corporation have authorized and approved the following share dividends and/or exchanges:

If a shareholder owned the following number of shares prior to the filing of these Amended and Restated Articles of Incorporation	They will own the following number of shares after the filing of these Amended and Restated Articles of Incorporation
1 Class A Common voting share, \$.01 par value	100,000 Common voting shares, \$.0001 par value
1 Class B Common non-voting share, \$.01 par value	100 Common voting shares, \$.0001 par value

Upon surrender to the Corporation of each previously issued stock certificate representing shares of common stock of the Corporation (whether Class A Common Stock or Class B Common Stock), the Corporation shall issue new stock certificates to the shareholders of record, representing the appropriate number of shares of Common Stock held by the shareholders of record, after taking into effect the share dividends and/or exchanges described in this Section 2. The Corporation shall cancel the previously issued stock certificates and place them into the records of the Corporation.

SECTION 3. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. All shares of Preferred Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed and determined by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative. The Board of Directors hereby is authorized to cause such shares to be issued in one or more classes or series and with respect to each such class or series to fix and determine the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(1) the number of shares constituting a series, the distinctive designation of a series and the stated value of a series, if different from the par value;

(2) whether the shares of a series are entitled to any fixed or determinable dividends, the dividend rate (if any) on such shares, whether the dividends are cumulative and the relative rights of priority of dividends on shares of that series;

(3) whether a series has voting rights in addition to the voting rights provided by law and the terms and conditions of such voting rights;

(4) whether a series will have or receive conversion or exchange privileges and the terms and conditions of such conversion or exchange privileges;

(5) whether the shares of a series are redeemable and the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates on or after which the shares in the series will be redeemable and the amount payable in case of redemption;

(6) whether a series will have a sinking fund for the redemption or purchase of the shares in the series and the terms and the amount of such sinking fund;

(7) the right of a series to the benefit of conditions and restrictions on the creation of indebtedness of the Corporation or any subsidiary, on the issuance of any additional capital stock (including additional shares of such series or any other series) on the payment of dividends or the making of other distributions on any outstanding stock of the Corporation and the purchase, redemption or other acquisition by the Corporation, or any subsidiary, of any outstanding stock of the Corporation;

(8) the rights of a series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and the relative rights of priority of payment of a series; and

(9) any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of such series.

Dividends on outstanding shares of Preferred Stock shall be paid or set apart for payment before any dividends shall be paid or declared or set apart for payment on the Common Stock with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any, payable with respect thereto).

SECTION 4. Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as otherwise provided in these Amended and Restated Articles of Incorporation or as otherwise required by the Act, all shares of Common Stock

shall be identical and shall entitle the holders thereof to the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions thereof.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or any shares of Preferred Stock, Common Stock or other equity securities issued or to be issued by the Corporation.

Except as prescribed in these Amended and Restated Articles of Incorporation or as otherwise required by applicable law, holders of Common Stock shall vote together as a single class on all matters submitted to the stockholders for a vote. With respect to all matters upon which stockholders are entitled to vote, the holders of outstanding shares of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock standing in the name of such stockholders on the record of stockholders.

Subject to the preferential and other dividend rights applicable to Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, after distribution in full of the preferential or other amounts to be distributed to the holders of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation in the State of Florida is:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of the Corporation at that address shall be:

Jack K. McMullen, Esq.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may

be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - AMENDMENT

Except as otherwise required by applicable law, the Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of Section 607.850 of the Act, as the same may be amended and supplemented (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the Corporation to provide prior to such amendment), indemnify any and all persons whom it shall have the power to indemnify under said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name this 1st day of April, 2000.

AGA ENGINEERING AND TRADING, INC., a
Florida corporation

By: _____

Gregory Brodski, President