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To:

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Fax Number : (850) 205-0380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
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Phone : (800) 221-0102
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
AGENT MEDIA CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing

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Amended + Restated
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9/14/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 9, 2004

AGENT MEDIA CORPORATION
1255 CLEVELAND ST
STE 200
CLEARWATER, FL 33755

SUBJECT: AGENT MEDIA CORPORATION
REF: P96000072665

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date.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Michelle Milligan
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DIVISION OF CORPORATIONS

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AGENT MEDIA CORPORATION**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

AGENT MEDIA CORPORATION

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business for which corporations may be incorporated within the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 75,000,000 shares of Common Stock having a nominal or par value of \$0.001 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation began existence as of the original date of filing of its Articles of Incorporation, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is c/o NATIONAL CORPORATE RESEARCH, LTD., INC., 103 N. Meridian Street, Tallahassee, Florida 32301. The principal office of this Corporation in the State of Florida is 1255 Cleveland Street, Suite 200, Clearwater, FL 33755-4910. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

The Registered Agent and its address in the State of Florida is:

NATIONAL CORPORATE RESEARCH, LTD., INC.
103 N. Meridian St.
Tallahassee, Florida 32301

ARTICLE VII

This Corporation shall not have fewer than three (3) nor more than seven (7) Directors, who shall not be required to be Stockholders. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than three (3).

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ARTICLE VIII

The name and post office address of the person signing these Amended and Restated Articles of Incorporation is:

Michael Pfeffer
c/o Agent Media Corporation
1255 Cleveland Street, Suite 200
Clearwater, FL 33755-4910

ARTICLE IX

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Amended and Restated Articles of Incorporation be made.

ARTICLE X

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on August 31, 2004 and by the Shareholders of the Corporation by unanimous written consent on August 31, 2004.

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IN WITNESS WHEREOF, the undersigned Co-Chairman of this Corporation has executed these Amended and Restated Articles of Incorporation as of August 31, 2004.


Michael Pfeffer, Co-Chairman

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 2nd day of September, 2004 by Michael Pfeffer, who is personally known to me or who has produced his license as identification.


NOTARY PUBLIC
My Commission Expires:
KEVIN MICHAEL EISENBERG
NOTARY PUBLIC, State of New York
No. 02E18028894
Qualified in Kings County
Commission Expires July 19, 2005

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 9/8/04

NATIONAL CORPORATE RESEARCH,
LTD. INC.

By: Ann Marie Cummins
Name: ANN MARIE CUMMINS
Title: ASSISTANT SECRETARY

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