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LAW OFFICES OF DANIEL T. WHITE, ESQ.

**17110 Carrington Park Drive, Suite 822
Tampa, Florida 33647**

tele: 813/972-8160

fax: 813/979-1554

June 2, 1997

Division of Corporations
Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

re: CNS Technology, Inc.

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*****87.50 *****87.50

To whom it may concern:

Please find enclosed an executed original and one photocopy of the *First Restated Articles of Incorporation* for the above referenced corporation. In that regard, I have also enclosed a check in the amount of \$87.50 to cover the required filing fees (amended articles--\$35 and certified copy \$52.50). Please return a certified copy to me in the self-addressed, stamped envelope that I have enclosed for your convenience. Thanks.

Sincerely,

Daniel T. White

Daniel T. White

Enclosures

OK
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6/10/97
Restated Articles
6/10/97
6/10/97

CERTIFICATE OF AMENDMENT
AMENDING AND RESTATING THE ARTICLES OF INCORPORATION
OF
CNS TECHNOLOGY, INC.

CNS TECHNOLOGY, INC. (The "Corporation"), a corporation organized and existing by virtue and under the laws of the State of Florida, by and through its undersigned officer, does hereby certify as follows:

FIRST: Pursuant to and in accordance with the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, as amended, on May 16, 1997, all of the Corporation's Shareholders and all of the Members of the Corporation's Board of Directors, by and through joint written consents in lieu of special meetings, unanimously consented to, and thereby approved and adopted, resolutions provided for the amendment and first restatement of the Corporation's Articles of Incorporation in the manner hereinafter provided. The approved and adopted First Restated Articles of Incorporation, attached hereto, contain amendments to the Corporation's former Articles of Incorporation that required Shareholder approval. The number of votes cast by the Corporation's Shareholders through the above-referenced written consent to the action in favor of amending and restating the Corporations Articles of Incorporation, as attached hereto, was sufficient for approving any and all amendments contained therein.

SECOND: The Corporation's First Restated Articles of incorporation are truly and accurately set forth in their entirety in the copy of the same attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment that amends and restates its Articles of Incorporation to be signed by Scott L. Jahrmarkt, the Corporation's President, on this 28th day of May, 1997.



Scott L. Jahrmarkt, President

**FIRST RESTATED
ARTICLES OF INCORPORATION

OF

CNS TECHNOLOGY, INC.**

Article I: Name

The name of the Corporation shall be CNS TECHNOLOGY, INC.

Article II: Duration

This Corporation shall have perpetual existence.

Article III: Purpose and Powers

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which this Corporation may choose to engage in business activities. This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IV: Capital Stock

(a) This Corporation shall have the authority to issue Twenty Million (20,000,000) shares of capital stock, of which: (i) Nineteen Million (19,000,000) shall be Common Stock having a par value of \$.001 per share, having unlimited voting rights, and, subject to any rights of Preferred Stock (as may be subsequently determined by the Corporation's Board of Directors, as authorized below), shall be entitled to receive the net assets of the Corporation, if any, upon dissolution; and (ii) One Million (1,000,000) shares shall be Preferred Stock having a par value of \$.001 per share.

(b) This Corporation's Board of Directors shall have the authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution(s) providing for the issuance of shares of Preferred Stock in series, the following:

- (i) The number of shares which will constitute such series and the designation of such series;
- (ii) The voting powers, full or limited, of such series or that such series shall have no voting power;
- (iii) The rate of dividends payable on such series, the time(s) when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether dividends will be cumulative or non-cumulative;
- (iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate(s) or price(s) at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;
- (v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such a fund;
- (vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of this Corporation;
- (vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class(es) or other series of the same or other class(es) of stock of this Corporation, the price(s) or rate(s) of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holders of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange;
- (viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares; and
- (ix) The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution(s) fixing the rights of such class or series.

(c) No holder of shares of either Common Stock or Preferred Stock of this Corporation shall have any preemptive rights thereby entitling a Shareholder, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of this Corporation.

Article V: Registered Office and Agent

The street address of the registered office of this Corporation shall be 17110 Carrington Park Drive, Suite 822, Tampa, Florida 33647, and the name of the initial registered agent of the Corporation at that address shall be Daniel T. White, Esquire.

Article VI: Principal Office and Mailing Address

The principal office and mailing address of this Corporation shall be 1820 Bay Drive, Miami Beach, Florida 33141.

Article VII: Incorporator

The name and address of the incorporator of this Corporation and the person signing this Corporation's original Articles of Incorporation was:

Daniel T. White, Esquire
715 Coral Reef Drive
Tampa, Florida 33602

Article VIII: Indemnification

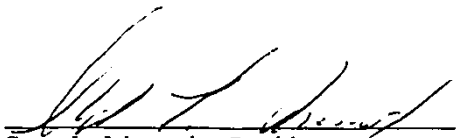
Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently contained in Section 607.0850, Florida Statutes), as the same may be amended from time to time, this Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided 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. Unless set forth to the contrary in any separate agreement between this

Corporation and a person whom may be otherwise entitled to indemnification, the indemnification provided herein shall continue as to such a person whom has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article IX: Bylaws

The bylaws of this Corporation may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of May, 1997.



Scott L. Jahrmarkt, President