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LAW OFFICES OF
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Ernest A. Seemann
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(also admitted in Georgia)
Christine F. Wright

Elise B. Genzmer,
of Counsel

May 25, 1999

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

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*****78.75 *****78.75

RE: **DO-BE, INC.**
P97000057289

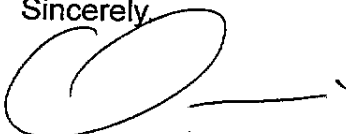
Dear Sir or Madam:

Please find enclosed the following:

- Amended and Restated Articles of Incorporation of DO-BE, Inc.;
- our firm's check for \$78.75 for amendment of recorded document (\$35.00), change of registered agent (\$35.00) and for a return of a certified copy of the enclosed.

Please return the certified copy to our office at the address above. If you have any questions, please feel free to call.

Sincerely,



Darrin R. Schutt, Esq.

Enclosures

FILED
09 MAY 27 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ans...

T. LEWIS JUN 8 1999

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF DO-BE, INC.**

The undersigned, William Emerson-Yglisias, Secretary of the Corporation, hereby files in the Office of the Secretary of State of the Florida, for the purpose of amending and restating the Articles of Incorporation, in accordance with the laws of the State of Florida, the following Amended and Restated Articles of Incorporation, as by law provided.

These Amended and Restated Articles of Incorporation were duly approved by a majority vote of the shareholders in accordance with §§ 697.10025, 607.1003 and 607.1004, Florida Statutes. The date of approval of these Amended and Restated Articles of Incorporation is May 21, 1999. The original Articles of Incorporation were filed on June 30, 1997.

I. NAME:

The name of this Corporation shall be: DO-BE, INC.

II. BUSINESS PURPOSE:

The general nature of the business and the business to be transacted are as follows:
To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, of for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of the said State, and which now or hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of ONE HUNDRED (100) shares of common stock, at \$1.00 par value per share.

IV. VOTING RIGHTS

This paragraph is deleted.

V. EXISTENCE:

The corporation shall have a perpetual existence.

FILED
99 MAY 27 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI. PREEMPTIVE RIGHTS

This paragraph is deleted.

VII. REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the Corporation's principal office is Suite 5, 4419 Del Prado Boulevard, Cape Coral, Florida 33904; the corporation's registered agent shall be William Emerson-Yglisias.

VIII. DIRECTORS AND OFFICERS

The Corporation shall have not less than one Director, as provided in the by-laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The Director is:

William Emerson-Yglisias
Suite 5
4419 Del Prado Boulevard
Cape Coral, Florida 33904

The Corporation shall have as its officers, until successors have been duly elected and qualified, the following:

President, Secretary	William Emerson-Yglisias Suite 5 4419 Del Prado Boulevard Cape Coral, Florida 33904
Treasurer	Torsten Kraul Suite 5 4419 Del Prado Boulevard Cape Coral, Florida 33904

IX. INCORPORATOR

This paragraph is deleted.

X. SHAREHOLDERS

This paragraph is deleted.

XI. INDEMNIFICATION

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an

officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

XII. GENERAL PROVISIONS

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services or to exchange the Corporation's debt as payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

SUBSCRIBED at Cape Coral, Lee County, Florida, this 21st day of May, 1999.

By: William Emerson-Yglisias
William Emerson-Yglisias

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this 21 day of May, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared William Emerson-Yglisias, who produced his driver's license number PERMANENTLY KNOWN as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

Notary Public
Printed Name:

Notary Public - State of Florida

My Commission Expires

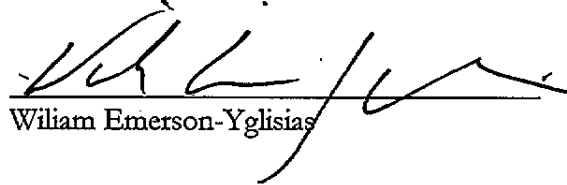
**CERTIFICATE IN SUPPORT OF AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF DO-BE, INC.**

I CERTIFY that the Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval, and that all such amendments requiring shareholder approval were approved by a vote of the shareholders sufficient for approval in accordance with the provisions of §§ 607.10025, 607.1003, 607.1004 and 607.1006, Florida Statutes.

By: 
William Emerson-Yglisias

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.



William Emerson-Yglisias