

P97000059627

Law Office
of
Kristen M. Jackson

20 N. Orange Avenue, Suite 1400
Orlando, Florida 32801

Telephone (407) 522-0549
Facsimile (407) 522-8073

November 16, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

FILED
99 JAN -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: TECHNO NERDS, INC.

700002691447--6
-11/19/98--01051--008
*****87.50 *****87.50

Dear Sir or Madam:

The above referenced wishes to amend its Articles of Incorporation and has executed Restated Articles of Incorporation for that purpose. Enclosed are the original and one copy of the Restated Articles along with a check for \$82.50 for the filing of the Restated Articles, the Designation and Acceptance of Registered Agent and for a certified copy of the Restated Articles.

Please file the Restated Articles and return a certified copy to the above address.

If you have any questions please contact me.

Sincerely,



Kristen M. Jackson

enc.

Restated Art.

VS JAN -8 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

KRISTEN M. JACKSON
20 N. ORANGE AVE., STE. 1400
ORLANDO, FL 32801

SUBJECT: TECHNO NERDS, INC.
Ref. Number: P97000059627

We have received your document for TECHNO NERDS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 298A00057049

Law Office
of
Kristen M. Jackson

20 N. Orange Avenue, Suite 1400
Orlando, Florida 32801

Telephone (407) 522-0549
Facsimile (407) 522-8073

December 8, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: TECHNO NERDS, INC.


Dear Sir or Madam:

Enclosed are the original and one copy of the Restated Articles of Incorporation for the above-referenced corporation revised as indicated on the enclosed copy of your letter dated December 2, 1998.

Please file the Restated Articles and return a certified copy to the above address.

If you have any questions please contact me.

Sincerely,


Kristen M. Jackson

RECEIVED
90 DEC 10 AM 9:30
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

KRISTEN M. JACKSON
20 N. ORANGE AVE., STE. 1400
ORLANDO, FL 32801

SUBJECT: TECHNO NERDS, INC.
Ref. Number: P97000059627

We have received your document for TECHNO NERDS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00059108

RECEIVED

93 JAN -6 AM 8:26

DIVISION OF CORPORATIONS

Law Office
of
Kristen M. Jackson

20 N. Orange Avenue, Suite 1400
Orlando, Florida 32801

Telephone (407) 522-0549
Facsimile (407) 522-8073

December 29, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: TECHNO NERDS, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Restated Articles of Incorporation for the above-referenced corporation revised as indicated on the enclosed copy of your letter dated December 15, 1998.

Please file the Restated Articles and return a certified copy to the above address.

If you have any questions please contact me.

Sincerely,



Kristen M. Jackson

enc.

RESTATED
ARTICLES OF INCORPORATION
OF
TECHNO NERDS, INC.

FILED
99 JAN -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Restated Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be **TECHNO NERDS, INC..**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the 9th of July, 1997, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV.
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the type of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Type of Stock
1,000,000	\$.001	Voting Common Stock
1,000,000	\$.001	Non-voting Common Stock

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at 710 W. Colonial Drive, Suite 205, Orlando, Florida 32804.

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of this corporation shall be:

710 W. Colonial Drive, Suite 205, Orlando, Florida 32804.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be located at 710 W. Colonial Drive, Suite 205, Orlando, Florida 32804, and the registered agent of the Corporation at that address shall be Dawn Von Graff. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Restated Articles of Incorporation.

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the directors of this Corporation are:

Dawn P. Von Graff 710 W. Colonial Drive, Suite 205, Orlando, Florida 32804

Directors may be removed with or without cause.

**ARTICLE IX.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE X.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection

with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI. CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII. LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.


ARTICLE XIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV. HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, these Restated Articles of Incorporation, were adopted on this 28 day of October, 1998, by the sole shareholder and sole director of this Corporation, pursuant to Sections 607.0704 and 607.0821 of Florida Statutes.



Dawn P. Von Graff, Sole Shareholder/Director
Techno Nerds, Inc.
President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

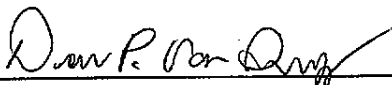
In compliance with Section 48.091, Florida Statutes, the following is submitted:

The Corporation's registered office shall be located at 710 W. Colonial Drive, Suite 205, Orlando, Florida 32804, with Dawn P. Von Graff as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28 day of October, 1998.



Dawn P. Von Graff
Registered Agent