

P97000078581

TRANSMITTAL LETTER

October 30, 2000
Via Certified Mail No. Z 591 325 340

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(904) 487-6052

8000003462388--6
-11/14/00--01013--008
*****43.75 *****43.75

SUBJECT: IMAGINIS CORPORATION, AMENDED AND RESTATED
ARTICLES OF INCORPORATION, Corporation Number P97000078581.

Please find enclosed:

1. the AMENDED AND RESTATED ARTICLE OF INCORPORATION OF IMAGINIS CORPORATION,
2. a copy of said amended and restated articles of incorporation, and
3. a check for \$43.75 for \$35.00 Filing Fee for the articles of amendment and \$8.75 fee for *certified copy* of the amendment.

FROM: Shawl Lobree
Imaginis Corporation
2525 Meridian Parkway, Suite 300B
Durham, North Carolina 27713
919.806.8555

FILED
00 NOV 13 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

aa 11/27
amended &
certified

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMAGINIS CORPORATION

Pursuant to Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation, and does hereby certify as follows:

1. The name of the corporation is Imaginis Corporation. The corporation's original Articles of Incorporation were filed on September 9, 1997.
2. The corporation's Articles of Incorporation are hereby amended and restated in their entirety, as set forth in the text of the Amended and Restated Articles of Incorporation attached hereto as Exhibit A and incorporated herein by reference.
3. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval, which approval was duly obtained as required by Chapter 607 of the Florida Statutes on October 30, 2000. The number of votes cast for these Amended and Restated Articles of Incorporation was sufficient for approval.
4. This Amended and Restated Articles of Incorporation will be effective upon filing.

IN WITNESS WHEREOF, said Imaginis Corporation, has caused this Amended and Restated Articles of Incorporation to be signed by Shawl B. Lobree, its President this 30th day of October 2000.

IMAGINIS CORPORATION.

By: Shawl B. Lobree
Shawl B. Lobree
President

FILED
00 NOV 13 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
IMAGINIS CORPORATION

ARTICLE I

The name of the corporation shall be "Imaginis Corporation" (the "Corporation").

ARTICLE II

The principal place of business and mailing address of the corporation shall be 2525 Meridian Parkway, Suite 300B, Durham, North Carolina, 27713.

ARTICLE III

The Corporation shall have the authority to issue Thirty Million (30,000,000) shares of capital stock, of which Twenty Million (20,000,000) shares shall be Common Stock, and Ten Million (10,000,000) shares shall be Preferred Stock. Effective upon the filing of these Amended and Restated Articles of Incorporation, each then-outstanding share of the Corporation's Common Stock shall be converted and reconstituted into twenty five (25) shares of the Corporation's Common Stock effecting a 25:1 stock split.

The Board of Directors is authorized to determine or alter the preferences, limitations, relative rights, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and within the limitations and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to fix, increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation of any series and to fix the number of shares of any series.

ARTICLE IV

The name and Florida street address of the initial registered agent are Harold S. Lobree, 11500 S.W. 60th Avenue, Miami, Florida 33156.

ARTICLE V

To the fullest extent permitted by the Florida General Corporation Act, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by law, as the same exists or as may hereafter be amended, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, his or her testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as

FILED
00 NOV 13 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a director, officer or employee at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article V, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article V, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.