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KNOWLES, MARKS, & RANDOLPH, P.A.



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HAROLD M. KNOWLES
JOHN R. MARKS, III

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ROOSEVELT RANDOLPH 1
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July 17, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Please find enclosed a Restatement of Articles with Amendment to Articles of Incorporation of Entropy Unlimited, Inc. Also, enclosed is the \$52.50 filing fee. *C. of S. CO*

If additional information is needed, please do not hesitate to contact me or my assistant, Lois Graham.

Sincerely,

John Marks / lcg
John R. Marks, III

JRM/lcg

Enclosures

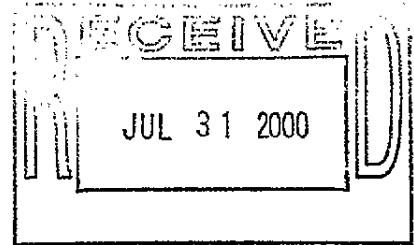
Lois Graham GAVE
AUTHORIZATION BY PHONE TO
CORRECT *address thru out doc*
DATE *8/8/2000*
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC 8/8
Amend to
Restated
Article



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



July 26, 2000

KNOWLES, MARKS & RANDOLPH, P.A.
ATTN: JOHN R. MARKS, III, ESQ
215 SOUTH MONROE ST., STE 130
TALLAHASSEE, FL 32301

SUBJECT: ENTROPY UNLIMITED, INC.
Ref. Number: P97000082902

We have received your document for ENTROPY UNLIMITED, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 500A00040837

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DIVISION OF CORPORATIONS

FILED
00 AUG -8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATEMENT OF ARTICLES
WITH
AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ENTROPY UNLIMITED, INC.**

ARTICLE I

The name of the Corporation shall be: **ENTROPY UNLIMITED, INC.**

**ARTICLE II
PURPOSE AND NATURE OF BUSINESS**

The general purpose and nature of then business to be transacted by this Corporation is (I) to engage in sub-contracting of delivery of , but not limited to, newspapers. (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act; (v) to do such other things as are incidental to the purpose of the Corporation or as necessary to accomplish them.

In addition, The Corporation may also do the following:

- Invest funds in real estate, mortgages, stocks, bonds, or any other type of investment.
- Contract indebttness and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebttness and transfer corporate property and execute such mortgages or other instruments to insure the payment of corporate indebttness as in from time to time requires.
- Purchase the corporate assets of or consolidate with ant other domestic corporation engaged in the same character or business.
- Redeem, purchase, retain and otherwise transfer its own capital stock.
- Create employee benefit plans and trusts incidental thereto.
- No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
CAPITAL STOCK

1. The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a \$1.00 par value.
2. The capital stock may be paid with property, labor or services, at a just valuation to fixed by the incorporators, or by the directors at a meeting called for such purposes or at the organizational meeting.
3. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property , labor or services, to be fixed by the directors of the company.

Stock in other Corporations or going business may be purchased by the Corporation in return for the issuance of its common stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV
TERMS OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 3544 Gardenview Way, Tallahassee, Florida 32317.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered Agent of the Corporation shall be JAMES E. COOK, 3544 Gardenview Way, Tallahassee, Florida 32317.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have no more than two(2) directors. The number of directors may be increased or decreased from time to time By-Laws of the Corporation.

ARTICLE VIII
LIMITATION ON CORPORATE STOCK

Except as otherwise provided, the entire voting power for the election of directors and for all

other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX SALE OF CORPORATION

This Amendment does not require the separate action of shareholders and board of directors, because the incorporators, shareholders and directors are all one and the same.

The incorporators, acting on behalf of themselves, the stockholders, and the Board of Directors at a special call meeting held on or before June 30, 2000 voted unanimously to sell all of the common shares, inventory, goodwill and accounts to James E. Cook. Provisions for this transfer and sale are more fully stated and documented in the Sale of Stock Contract signed by the parties on June 30, 2000. The Board of Directors, and a majority of the shareholders entitled to vote approved of this amendment to the Articles of Incorporation

ARTICLE X DIRECTORS

The names and addresses of the members of the Board of Directors of the Corporation who, unless provided by the Articles of Incorporation or by the By-Laws, shall hold office for the first year of the existence of this Amendment to the Articles of Incorporation, or until their successors are elected or appointed and having qualified, or as follows:

Name:	Address:
James E. Cook	3544 Gardenview Way Tallahassee, Florida, 32317

ARTICLE XI RIGHTS OF DIRECTORS

The director listed above shall have the right to be a director of the Corporation as long as that representative director is a shareholder of the corporation. By acquiring stock in this Corporation, any subsequent shareholder agrees to abide by this restriction. The articles may not be amended in any way without the written consent of the director who is a shareholders of the Corporation at the time of this amendment.

ARTICLE XIII INITIAL OFFICERS

The name and addresses of the officers of the Corporation, and their respective offices to be held are as follows:

President/Secretary/Treasurer:	James E. Cook	3544 Gardenview Way Tallahassee, FL 32317
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ARTICLE XIV
OFFICERS SIGNING AMENDMENT TO ARTICLES

The name and address of the officer signing the Amendment to the Articles of Incorporation is as follows:

James E. Cook	3544 Gardenview Way Tallahassee, Florida 32317
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ARTICLE XV
BY-LAWS

The power to adopt, alter, amend and/or repeal the By-Laws shall be vested in the Board of Directors, subject to the approval of a majority of the shareholders.

ARTICLE XVI
SUBSCRIBERS TO AMENDED ARTICLES

The name and address and number of shares of stock subscribed to by the shareholders is as follows:

Name:	Address	Shares
James E. Cook	3544 Gardenview Way Tallahassee, Florida 32317	1000

ARTICLE XVII
AMENDMENT

These 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 shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XVIII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro-rata share thereof(as nearly as may be done without the issuance of fractional shares) at the price at which such stock is offered to others.

**ARTICLE XIV
DISSOLUTION**

The Corporation may be dissolve at any time on the affirmative vote of at least two-thirds(2/3) of the outstanding shares of the Corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the Corporation be distributed to the shareholders pro-rata , each shareholder to participate in the distribution in direct proportion to the number of shares held by each of them

In witness whereof, the undersigned being the sole subscriber to the capital stock herein above named for the purpose of forming a Corporation to do business in the State of Florida, under the Laws of the State of Florida, do make and file this amendment to the Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares herein above set forth and hereunto set my hand and seal this 30th day of June, 2000 .

**ARTICLE XV
ROBERT' RULES OF ORDER**

The business of this Corporation shall be conducted in accordance with Robert's Rules of Order.


JAMES E. COOK, PRESIDENT

STATE OF FLORIDA)


SS:

COUNTY OF LEON)

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the county and State aforesaid, personally appeared JAMES E. COOK, to me well known to be an incorporator described in and who executed the foregoing Articles of Incorporation of ENTROPY UNLIMITED, INC., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

Witness my hand and official seal at Leon County, Florida on the 30th day of June, 2000.

Signature of person Taking Acknowledgment


NOTARY PUBLIC Kimberly Jones

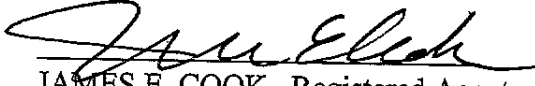
My Commission Expires:



**REGISTERED AGENT
FOR
ENTROPY UNLIMITED, INC.**

HAVING BEEN named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities of my position as registered agent.

Dated this 7th day of August, 2000


JAMES E. COOK, Registered Agent
3544 Gardenvue Way
Post Office Box 12293
Tallahassee, FL 32317-2293