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PALM BEACH OFFICE

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Thursday, February 18, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FLATEL, INC.

RECEIVED

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DIVISION OF CORPORATIONS

Certificate of Status	0
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Corporate Filing

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AM + Restated
Notice
2/19

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective February 18, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current name listed below differs from the old name, the current name will become effective upon the filing of this document.

Current Name: Flatel, Inc.

Old Name:

Article II. Address

The mailing address of the Corporation is:

Flatel, Inc.

1705 W. 45th Street

West Palm Beach FL 33407

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Oscar Nodarse

Adriana Solar

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article IV. Capital Stock

The Corporation shall have the authority to issue 3,000,000 shares of common stock, par value \$.001 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Flatel, Inc.

By: 

Name: Oscar Nodarse

Title: President

Date: 2-18-99

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****Flatel, Inc.****REGISTERED AGENT/OFFICE:****Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President and CEO

Date: February 18, 1999

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