

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATIONS
2001 JUN 27 PM 5:00**BASIC AMENDMENT****INTEGRATED TECHNOLOGY SOLUTIONS GROUP, INC.**

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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****INTEGRATED TECHNOLOGY SOLUTIONS GROUP, INC.**

The undersigned, as President of INTEGRATED TECHNOLOGY SOLUTIONS GROUP, INC., a Florida corporation, for and on behalf of the Corporation, hereby files the following Amended and Restated Articles of Incorporation and states that the Amended and Restated Articles of Incorporation contain amendments requiring approval of the Corporation's Shareholders, and that a written action dated June 19, 2001, was executed by all of the Corporation's Shareholders, such written action being sufficient for approval of the amendments.

ARTICLE I-NAME

The name of the Corporation is SOLATURE, INC., a Florida corporation (hereinafter, the "Corporation").

ARTICLE II**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III**Capital Stock**

The aggregate number of shares of stock authorized to be issued by this Corporation shall be 500 shares of Class A common stock and 500 shares of Class B common stock, each with a par value of \$.0001 per share. Each share of issued and outstanding Class A common stock shall entitle the holder thereof to fully participate in all shareholder meetings and to cast one vote on each matter with respect to which shareholders have the right to vote. Each share of issued and outstanding Class B common stock shall be non-voting. Each share of Class A and Class B common stock shall share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the Corporation upon liquidation or dissolution.

ARTICLE IV**By-Laws**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

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ARTICLE V
Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19th day of June, 2001.

INTEGRATED TECHNOLOGY SOLUTIONS
GROUP, INC

By: 

Scott Taylor, President

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