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LAW OFFICES

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April 9, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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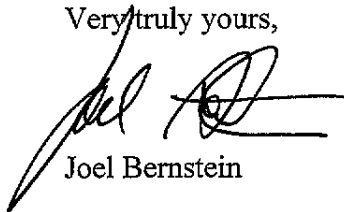
Re: Compravision International, Inc.

Dear Sir/Madam:

Please file the enclosed Amended and Restated Articles of Incorporation and Certificate of Designation of Series A Preferred Stock of Compravision International, Inc. Our check for \$35 is enclosed.

Also, enclosed is an extra copy. Please stamp file information and return in the envelope provided.

Very truly yours,


Joel Bernstein

JB/jm
enc.

FILED
99 APR 12 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMPRAVISION INTERNATIONAL, INC.

FILED
99 APR 12 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation, as amended, contained therein were adopted by the shareholders of the Corporation on March 30, 1999 by the holders of the outstanding common stock, the only voting group, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

1. The name of the Corporation is COMPRAVISION INTERNATIONAL, INC.
2. The Articles of Incorporation of the Corporation we hereby amend to read in their entirety as follows:

ARTICLE 1

Name

The name of the corporation is COMPRAVISION INTERNATIONAL, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

40,000,000 shares of common stock, \$.001 par value per share; and

10,000,000 shares of Preferred Stock, \$.001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of such preferred stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series of preferred stock shall include, but not be limited to, determination of the following:

A. The number of shares constituting the series and distinctive designation of the series;

B. The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of the series;

C. Whether the series will have voting rights, and if so, the terms of the voting rights;

D. Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

E. Whether or not the shares of the series will be redeemable; and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

F. Whether the series shall have a sinking fund for the redemption or purchase of shares of the series, and, if so, the terms and amount of the sinking fund;

G. The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

H. Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

ARTICLE 4

Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the fullest extent permitted by law.

2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4

4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 5

Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentences) of these Articles should be determined by a court of competent jurisdiction

to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

Dated: March 30, 1999

COMPRAVISION INTERNATIONAL, INC.

By: 

Gabriel Martinez,
Chairman and Chief Executive Officer

**CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK
OF
COMPRAVISION INTERNATIONAL, INC.**

It is hereby certified that:

1. The name of the Corporation (hereinafter called the "Corporation") is **COMPRAVISION INTERNATIONAL, INC.**

2. The Amended and Restated Articles of Incorporation of the Corporation (the "Articles of Incorporation") authorizes the issuance of Ten Million (10,000,000) shares of preferred stock, \$.001 par value per share, and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any or all preferred shares in one or more series and by resolution or resolutions to establish the designation and number and to fix the relative rights and preferences of each series to be issued.

3. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it as aforesaid, has adopted the following resolutions creating a series of preferred stock to be designated as "Series A Preferred Stock" on March 30, 1999:

RESOLVED, that 250,000 authorized but unissued shares of Preferred Stock of the Corporation are hereby designated as "Series A Preferred Stock" (the "Series A Preferred Stock"), par value \$.001 per share, which shall have the following preferences, limitations and relative rights:

(i) Dividends. In the event any dividend or other distribution payable in cash or other property (other than shares of Common) is declared on the Common Stock of the Company, the Holder of each share of Series A Preferred Stock on the record date for such dividend or distribution shall be entitled to receive on the date of payment or distribution of such dividend or other distribution the amount of cash or property equal to the cash or property which would be received by the Holders of each share of the Company's Common Stock.

(ii) Rank. The Series A Preferred Stock shall rank: (i) junior to any other class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to the Series A Preferred Stock (collectively, the "Senior Securities"); (ii) prior to all of the Company's Common Stock ("Common Stock"); (iii) prior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to any Series A Preferred Stock (collectively, with the Common Stock, "Junior Securities"); and (iv) on parity with any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series A Preferred Stock ("Parity Securities") in each case as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation,

the holders of the Series A Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of Common Stock of the Corporation, the sum of \$1.00 per share.

(iv) Voting. Shares of Series A Preferred Stock shall not be entitled to vote except as otherwise provided by law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed on behalf of the Corporation as of this 30th day of March, 1999.

COMPRAVISION INTERNATIONAL, INC.

By: 

Gabriel Martinez, Chairman and Chief Executive
Officer