OCT-18-2000 08:40 TRENAM KEMKER P.01

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Phone : (813)223-7474
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BASIC AMENDMENT

AUCTION BROKER SOFTWARE, INC.

RECEIVED
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DIVISION OF CORPORATIONS

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00 OCT 18 PM 12:15
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TALLAHASSEE, FLORIDA

Certificate of Status	0
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AM + Restated
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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION OF

AUCTION BROKER SOFTWARE, INC.

Auction Broker Software, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President and Secretary, submit this Certificate of Amendment and Restatement of Articles of Incorporation and in connection therewith does hereby state as follows:

1. The name of this Corporation is Auction Broker Software, Inc.

2. The Articles of Incorporation of this Corporation are hereby amended and restated by deleting the Articles of Incorporation of this Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A".

3. The Amended and Restated Articles of Incorporation attached hereto contain amendments to this Corporation's Articles of Incorporation (the "Amendments") which require shareholder approval. This Certificate of Amendment and Restatement (the "Certificate") and the Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors of the Corporation by unanimous written consent dated September 15, 2000, and by the sole shareholder of the Corporation by unanimous written consent dated September 15, 2000, the consents being sufficient for the approval thereof.

4. Immediately prior to the filing of this Certificate, the authorized capital stock of the Corporation consists of 100 shares of common stock (the "Old Common Stock"), par value \$.01, of which 100 shares are issued and outstanding. The Amendments cause the authorized capital stock of the Corporation to consist of 50,000,000 shares of common stock, par value \$.001 per share. Upon the effectiveness of this Certificate, each issued and outstanding share of Old Common Stock shall be automatically converted and reclassified into one issued and outstanding share of New Common Stock.

5. This Certificate, the Amendments and the Amended and Restated Articles of Incorporation attached hereto shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed this Certificate of Amendment and Restatement of the Articles of Incorporation of Auction Broker Software, Inc. this 15 day of September, 2000.

AUCTION BROKER SOFTWARE, INC.

By: Kimberly B. Plavnick
KIMBERLY B. PLAVNICK, President

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AUCTION BROKER SOFTWARE, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF**

AUCTION BROKER SOFTWARE, INC.

ARTICLE ONE - NAME

The name of this corporation is: AUCTION BROKER SOFTWARE, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock with a par value of $0.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is: 6103 Johns Road, Tampa, Florida 33634 and the name of the corporation's registered agent at such address is KIMBERLY B. PLAVNICK.

ARTICLE SIX - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than ten (10) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE NINE - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law.

IN WITNESS WHEREOF, THIS CORPORATION has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its President this 15th day of September, 2000.

AUCTION BROKER SOFTWARE, INC.

By: Kimberly B Plavnick
Kimberly B. Plavnick, President