

Division of Corporations

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BASIC AMENDMENT

INTERNET MARKETING SOLUTIONS OF FLORIDA, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

INTERNET MARKETING SOLUTIONS OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of INTERNET MARKETING SOLUTIONS OF FLORIDA, INC., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation (the "Amended Articles"), to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **411now.com, Inc.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 10400 Griffin Road, Suite 101, Cooper City, Florida 33328.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation shall have authority to issue is Twenty Five Million (25,000,000) of which Five Million (5,000,000) shall be

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preferred stock, no par value, and of which Twenty Million (20,000,000) shall be common stock, no par value. The Board of Directors is authorized to divide the preferred stock into one or more series or classes, by adoption of supplementary sections or amendments to the Amended Articles, having the relative rights, preferences and limitations as may from time to time be determined by the Board of Directors. Upon the filing of these Amended Articles with the Secretary of State of the State of Florida, each share of common stock of the Corporation then outstanding shall, without any action on the part of the holder thereof, be changed into Two Thousand and 8/1,000 (2,000.008) shares of common stock of the Corporation, with any fractional shares created thereby being rounded up to the nearest whole share.

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE V - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law. The foregoing right of indemnifi-

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cation shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by the shareholders and the board of directors of the Corporation by unanimous written consent in lieu of a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, as of September 21, 1999. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 27th day of September, 1999.

INTERNET MARKETING SOLUTIONS
OF FLORIDA, INC.

By:  President
Marc Glazer, President

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