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BuyersGate.com, Inc.
444 Brickell Avenue
Suite 805
Miami, Florida 33131
(305) 358-7616 Fax (305) 358-6362

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

March 9, 1999

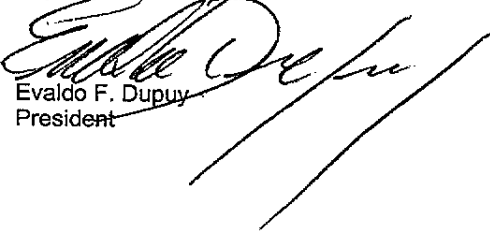
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find our Amended and Restated Articles of Incorporation for BuyersGate.com, Inc. We have also enclosed a check for \$70.00 to cover the \$35.00 fee for filing this Amendment and the \$35.00 fee for the Registered Agent Designation.

Sincerely,

BuyersGate.com, Inc.


Evaldo F. Dupuy
President

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Amended & Restated Art.

VS MAR 23 1999

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUYERSGATE.COM, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **BUYERSGATE.COM, INC.**, a Florida corporation (the "Corporation") originally filed with the Department of State of the State of Florida on April 29, 1998, as amended, are hereby amended and restated in their entirety pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act") as follows:

**ARTICLE I
NAME**

The name of the corporation is **BUYERSGATE.COM, INC.** The principal office and mailing address of the Corporation is:

444 Brickell Avenue, Suite 805
Miami, Florida 33131

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

1. Total Authorized Shares: The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 20,000,000 shares, consisting of 18,000,000 shares of common stock having no par value per share (the "Common Stock"), and 2,000,000 shares of preferred stock, having no par value per share (the "Preferred Stock").

2. Statements of the relative rights, preferences and limitations of each class of capital stock are as follows:

(a) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

(b) Preferred Stock. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) the number of shares to constitute the class or series and the designations thereof;

(ii) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(v) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(vi) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation or any other securities or property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights or protective or other provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any and all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 444 Brickell Avenues, Suite 805, Miami, Florida 33131. The name of the Corporation's registered agent at that office is Evaldo F. Dupuy.

ARTICLE V

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

Evaldo F. Dupuy, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Evaldo F. Dupuy

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation consisting of one member. The manner of election and qualifications of directors shall be provided in the Bylaws of the Corporation. The name and address of the initial member of the Board of Directors is:

Evaldo Dupuy
444 Brickle Avenue, Suite 805
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and mailing address of the incorporator of the Corporation was:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Shareholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The above Amended and Restated Articles of Incorporation were duly adopted and approved by sole member of the Board of Directors and by the sole Shareholder of the Corporation pursuant to Sections 607.0704 and 607.0821, respectively, of the Act, with the number of votes cast for the amendments by the shareholders being sufficient for approval of such amendments, pursuant to a Written Consent of the Sole Member of the Board of Directors and the Shareholder of the Corporation dated March 9, 1999.

IN WITNESS WHEREOF, the undersigned Secretary, of the Corporation, for the purposes of amending and restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation of the Corporation, hereby declaring and certifying that the facts herein stated are true and correct this 9th day of March, 1999.

BUYERSGATE.COM, INC.

By: 
Evaldo Dupuy, Secretary