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From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH - *Cme*
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BASIC AMENDMENT
SOFNET, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF SOFNET, INC.**

The undersigned, as Director and President of Sofnet, Inc. a Florida corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate in its entirety the original articles of incorporation filed with the Florida Secretary of State on May 7, 1998, under Charter No. P98000041601.

NOW, THEREFORE, the Original Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I

The name and address of the Corporation is:

SOFNET, INC.
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

ARTICLE II

This 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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of common stock having \$0.001 par value per share.

ARTICLE IV

The street address of the registered office of this Corporation is 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, FL 33301 and the name of the registered agent of this Corporation at such address is Matthew Zifrony.

Prepared by: Matthew Zifrony, Esq.
Bar No. 0885487
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

This Corporation shall have at least two (2) and no more than five (5) directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one (1). The name and address of the directors of the Corporation are as follows:

Raymond Talarico
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

Glenn Jackson
1830 West Broward Boulevard
Fort Lauderdale, FL 33312

ARTICLE VII

The name and street address of the incorporator to the Articles of Incorporation are:

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

The foregoing Amended and Restated Articles of Incorporation were adopted by a Joint Consent Action of the Directors and Shareholders of this Corporation, dated May 4, 1999. The number of votes cast by the shareholders in favor of the foregoing amendments was sufficient to approve same.

IN WITNESS WHEREOF, the undersigned, being Director and President of this Corporation, has executed these Amended and Restated Articles of Incorporation on this 4 day of May, 1999.



Raymond Talarico
Director and President

Prepared by: Matthew Zifrony, Esq.
Bar No. 0885487
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
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