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Free-Estimates, Inc.
9900 S.W. 168th Street, Suite 10
Miami, Florida 33157

Phone: (305) 971-0921

www.free-estimates.com

Fax: (305) 971-6054

April 14, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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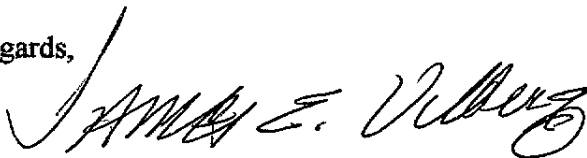
RE: First Amended & Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an amended and restated Articles of Incorporation for Free-Estimates, Inc. along with a check in the amount of \$35.00 payable to Florida Department of State.

I am the registered agent of this corporation and would like all correspondence sent to me at the above address.

Regards,



James E. Vilberg
President

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 18 PM 3:04

Amended & Restated
LFJ
4-27-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FREE-ESTIMATES, INC.

00 APR 18 PM 3: 05

In accordance with Section 607.1007 of the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the "*FBCA*"), the Board of Directors of FREE ESTIMATES, INC., a Florida corporation (the "*Corporation*"), hereby amends and restates in its entirety the Articles of Incorporation of the Corporation as follows:

ARTICLE I

NAME

The name of the Corporation is: FREE-ESTIMATES, INC.

ARTICLE II

PRINCIPAL ADDRESS

The street address of the principal office and the mailing address of the Corporation is: 9900 S.W. 168 Street, Suite 10, Miami, Florida 33157.

ARTICLE III

PURPOSES

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

4.1 . Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 50,000,000 shares, of which all 50,000,000 shares shall be common stock having a par value of \$.0001 per share (referred to in these First Amended and Restated Articles of incorporation as "*Common Stock*"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of common shares, and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

4.2 . Common Stock

- a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities as may be set by the Board of Directors and hereafter filed as Articles of Amendment to these First Amended and Restated Articles of Incorporation, pursuant to Section 607.0602 of the FBCA. Except as otherwise provided in these First Amended and Restated Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.
- b) Voting Rights. Each holder of Common Stock shall except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.
- c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to such holders are respectively entitled in preference to the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.
- d) Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

4.3 . Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.4 . No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to

subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The Corporation designates 9900 S.W. 168 Street, Suite 10, Miami, Florida 33157 as the street address of the registered office of the Corporation and names James E. Vilberg the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VI

BOARD OF DIRECTORS

- 6.1 Number, Election. The number of directors constituting the Board of Directors as of the date of adoption of these First Amended and Restated Articles of Incorporation is three (3). The number of directors may be increased or decreased from time to time as provided in these First Amended and Restated Articles of Incorporation or by the Bylaws, but in no event shall the number of directors be less than three (3). Directors shall be elected annually, at the annual meeting of the shareholders of the Corporation, by the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.
- 6.2 Quorum and Voting. A majority of the number of directors fixed by or in accordance with these First Amended and Restated Articles of Incorporation and the Bylaws shall constitute a quorum for the transaction of business at any meeting of directors. Unless greater majority is required pursuant to the Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.
- 6.3 Exercise of Business Judgment. In discharging the duties of their respective positions and in determining what is believed to be in the best interest of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have given any right to consideration thereby.

ARTICLE VII

Indemnification of Directors and Officers

7.1 Right to Indemnification. Each person (including the heirs, executors, administrators, or estate of such persons) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director or officer, and as to whom the Corporation has agreed to grant indemnification by separate resolution adopted by the Board of Directors, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses including attorney's fees asserted against him or her or incurred by him or her in his or her capacity as a director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any current or future director or officer against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

7.2 Advances. Costs, charges and expenses, including attorney's fees, incurred by any individual referred to in section 7.1 in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

7.3 Personal Liability of Directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended.

7.4 Savings Clause. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII

8.1 Annual Meetings. At an annual meeting of the shareholders of the Corporation, only such business shall be conducted and only such proposals shall be acted upon, as shall have been brought before the annual meeting (a) by, or at the direction of, the Board of Directors, or (b) by any shareholder of the Corporation who complies with the notice procedures set forth in the Bylaws.

8.2 Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the President of the Corporation; or (d) the holders of not less than fifty per cent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such shareholders sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meeting of the shareholders of the Corporation may not be called by any other person or persons.

8.3 Shareholder Action Without a Meeting. Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote of the action is taken in the manner set forth under Section 607.0704 of the FBCA, as the same may be hereafter amended or superseded.

ARTICLE IX

Amendments

9.1 Articles of Incorporation. Except as provided in Section 4.3 hereof, the affirmative vote of a majority of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall vote of a majority of the number of shares of each class or series entitled to vote as a class shall be required, to amend or repeal, or to adopt any provision inconsistent with the purposes or intent of these First Amended and Restated Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these First Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law.

9.2 Bylaws. The Board of Directors shall have the power to amend or repeal the Bylaws in such manner as shall be prescribed by the Bylaws, and nothing herein shall serve to limit such power. The shareholders of the Corporation may adopt or amend a provision to the Bylaws which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The

adoption or amendment of a Bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

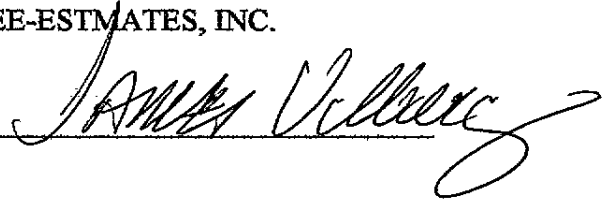
IN WITNESS WHEREOF, FREE-ESTIMATES, INC. has caused these First Amended and Restated Articles of Incorporation to be executed, its corporate seal to be affixed and its seal and execution hereof to be attested, all by its duly authorized officers, this 14th day of April, 2000.

Attest: _____



FREE-ESTIMATES, INC.

By: _____



CERTIFICATE OF
AMENDED AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
FREE-ESTIMATES, INC.

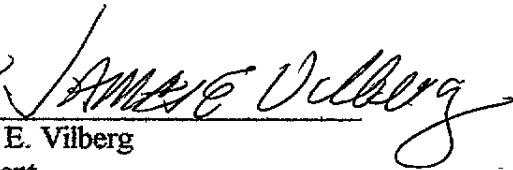
First: The name of the Corporation is FREE-ESTIMATES, INC.

Second: The Articles of Incorporation of FREE-ESTIMATES, INC. (the "Corporation") shall be amended and restated to be and read as set forth in the First Amended and Restated Articles of Incorporation of the Corporation attached hereto (the "Amended and Restated Articles of Incorporation").

Third: The Amended and Restated Articles of Incorporation were duly approved and adopted pursuant to unanimous written consent of the Board of Directors of the Corporation and pursuant to majority written consent of the Shareholders of the Corporation, each on April 14, 2000. The number of votes cast in favor of the Amended and Restated Articles of Incorporation by the Shareholders was sufficient for approval.

Forth: The First Amended and Restated Articles of Incorporation shall be effective as of the date of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 14th day of April, 2000.

4-14-00 

James E. Vilberg
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 18 PM 3:05

CERTIFICATE DESIGNATING THE REGISTERED AGENT

WITNESSETH:

ACKNOWLEDGMENT:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR FREE-ESTIMATES, INC.

Dated this 14th day of April, 2000

A handwritten signature in cursive script, reading "James Vilberg", written over a horizontal line.

James E. Vilberg
Registered Agent