

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #F 4

980000066867

CONTACT: CINDY HICKS

DATE: 3/27/00

REF. #: 0150

CORP. NAME: SharpTrader.com, Inc. Amended

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*****43.75 *****43.75

Restated
Articles

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 MAR 27 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7310 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> PLAIN |

RECEIVED
00 MAR 27 AM 11:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials AR
3/27/00

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF

SHARPTRADER.COM, INC.

Original Articles of Incorporation
filed with the Florida Secretary of State
on July 30, 1998

FILED
00 MAR 27 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SHARPTRADER.COM, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3609 Cleveland Street, Hollywood, Florida 33021.

ARTICLE III

3.1 Authorized Shares. The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Fifty-One Million (51,000,000) shares, consisting of (i) Fifty Million (50,000,000) shares of common stock, \$.01 par value per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of "blank check" preferred stock, \$.01 par value per share (the "Preferred Stock").

3.2 Provisions relating to the Preferred Stock.

A. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

B. Preferences. Authority hereby is 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 to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

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

(c) 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;

(d) whether the shares of any class or series shall or shall not 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;

(e) whether the shares of a class or series shall or shall not 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 annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, 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 such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) 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;

(h) whether the shares of any class or series shall or shall not 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 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

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors 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 or all of the foregoing respects. The Board of Directors 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 of Directors 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.



3.3 Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- A. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- B. If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting 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.

ARTICLE V

The street address of the Corporation's registered office in the State of Florida is 343 Almeria Avenue, City of Coral Gables, County of Miami-Dade 33134 and the name of its registered agent at such office is Amerilawyer.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors as of the date hereof is



two (2), and the names and addresses of these members of the Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Octavio Augusto Slemer
10911 NW 3Rd Street
Plantation, Florida 33324

Harry Tippins
3609 Cleveland Street
Hollywood, Florida 33021

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on March 24, 2000.

SHARPTRADER.COM, INC.

By: _____

Octavio Augusto Slemer, President

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
AND
THE SHAREHOLDERS
OF
SHARPTRADER.COM, INC.**

The undersigned, being all of the members of the Board of Directors and all of the shareholders of SHARPTRADER.COM, INC., a Florida corporation (the "Company"), do hereby consent that when the undersigned have signed this consent, or an exact counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a formal meeting of the Board of Directors and the Shareholders of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with the Florida Business Corporation Act.

1. Amended and Restated Articles of Incorporation

WHEREAS, the undersigned believe it to be in the best interest of the Company to amend and restate the Company's Articles of Incorporation;

RESOLVED, that the Company's Articles of Incorporation shall be amended and restated as reflected in the Amended and Restated Articles of Incorporation, a copy of which is attached hereto as Exhibit A; and it is

RESOLVED, that any officer of the Company is hereby authorized and directed to execute the Amended and Restated Certificate of Incorporation and to file same with the Secretary of State of the State of Florida.

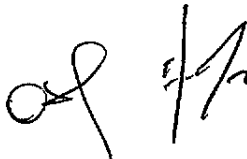
2. Stock Dividend

WHEREAS, the undersigned believe it to be in the best interest of the Company to effect a Stock Dividend;

RESOLVED, that a stock dividend in the amount of Nine (9) shares of the Company's Common Stock to be issued to each holder of One (1) share of Common Stock of the Company.

3. Sale of Common Stock

WHEREAS, the Company desires to sell and issue an aggregate of Five Million (5,000,000) shares of Common Stock of the Company;



RESOLVED, that for consideration in the amount of Twenty Five Thousand Dollars (\$25,000.00) to be received from each Octavio Augusto Slemer and Harry Tippins, the proper officers are authorized to issue Two Million Five Hundred Thousand shares of Common Stock of the Company in the name of each such person.

4. **Issuance of Common Stock**

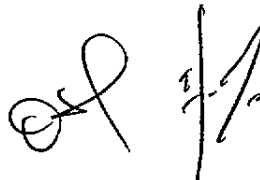
WHEREAS, the Company desires to issue an aggregate of Four Million (4,000,000) shares of Common Stock of the Company;

RESOLVED, that the proper officers are authorized to issue to each of Octavio Augusto Slemer and Harry Tippins, Two Million (2,000,000) shares of Common Stock of the Company in exchange for all of such persons interest, title and rights to certain technology previously disclosed to the Board of Directors of the Company

5. **General Ratification**

RESOLVED, that the appropriate directors or officers of the Corporation or any agent or attorney-in-fact of the Corporation authorized by any of the foregoing be, and each of them hereby is, authorized, empowered and directed to take, or cause to be taken, such further action, to engage in any and all negotiations, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, such instruments and documents as such person deems appropriate in order to effectuate the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action, engaging in such negotiations, or the execution and delivery of such instruments and documents, as the case may be) and all action heretofore taken by such persons in connection with the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation.

* * * * *

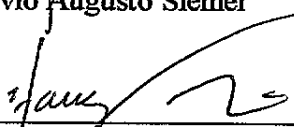
A handwritten signature, possibly reading "O. A. Slemer", is written in ink at the bottom right of the page.

IN WITNESS WHEREOF, the undersigned have duly executed this
Unanimous Written Consent as of March 24, 2000.

BOARD OF DIRECTORS:



Octavio Augusto Slemer

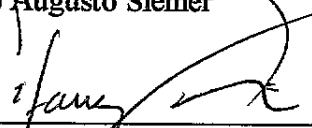


Harry Tippins

SHAREHOLDERS:



Octavio Augusto Slemer



Harry Tippins

EXHIBIT A

Amended and Restated Articles of Incorporation

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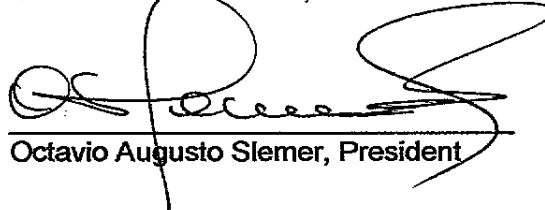
**CERTIFICATE
OF
THE PRESIDENT
OF
SHARPTRADER.COM, INC.**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of SHARPTRADER.COM, INC. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that requires shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 24 day of March, 2000, pursuant to §607.0704 of the Florida Business Corporation Act.

SHARPTRADER.COM, INC.


Octavio Augusto Slemmer, President

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
SHARPTRADER.COM, INC.**

The undersigned, being all of the members of the Board of Directors of SHARPTRADER.COM, INC., a Florida corporation (the "Company"), do hereby consent that when the undersigned have signed this consent, or an exact counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a formal meeting of the Board of Directors and the Shareholders of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with the Florida Business Corporation Act.

1. Issuance of Common Stock

WHEREAS, Maria Pia Parente performed creative copydesk services for the Company;

RESOLVED, that in consideration of the creative copydesk services performed by Maria Pia Parente, valued at Twenty Thousand Nine Hundred Dollars (\$20,900.00), the proper officers are authorized to issue Sixty Two Thousand Seven Hundred (62,700) shares of Common Stock of the Company in the name of such person;

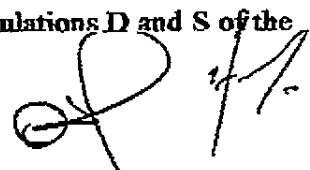
WHEREAS, Sylvia Maria Botelho Junqueira Slemmer sold certain marketing technology to the Company; and it is

RESOLVED, that in consideration of the sale of marketing technology to the Company by Sylvia Maria Botelho Junqueira Slemmer, valued at Seven Thousand Two Hundred Fifty Dollars (\$7,250), the proper officers are authorized to issue Fourteen Thousand Five Hundred shares (14,500) of Common Stock of the Company in the name of such person.

2. Private Placement

WHEREAS, the undersigned believe that it is in the best interests of the Company to raise additional capital by undertaking a private offering of up to One Million Two Hundred Thousand (1,200,000) shares of the Company's Common Stock for a purchase price of \$1.20 per share (the "Offering");

RESOLVED, that the Company issue and offer for sale to a limited number of persons pursuant to the exemptions to registration provided by Regulations D and S of the



Securities Act of 1933, as amended, of up to One Million Two Hundred Thousand (1,200,000) shares of the Company's Common Stock for a purchase price of \$1.20 per share (the "Shares"); and it is further

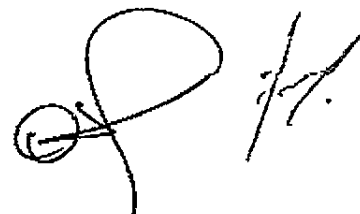
RESOLVED, that the Company is authorized and directed to prepare and deliver an Offering Memorandum (the "Offering Memorandum") to be used in connection with the Offering, which Offering Memorandum shall contain such information as may be required under the Securities Act of 1933, as amended (the "Act") and the regulations of the Securities and Exchange Commission (the "SEC") promulgated thereunder, and such amendments and supplements thereto as shall be approved by the officers of the Company; and it is further

RESOLVED, that at such time following the consummation of the Offering, the officers of the Company be, and each such officer hereby individually is, authorized, empowered and directed to execute and file, in the name and on behalf of the Company, with the SEC, one or more forms pursuant to Regulation D (the "Forms") under the Securities Act, and each such officer be, and hereby individually is, authorized, empowered and directed to take any and all actions and do any and all things necessary, including the preparation, execution and filing of any amendments to the Forms which such officer or officers deem appropriate and in the best interests of the Company; and it is further

3. **General Ratification**

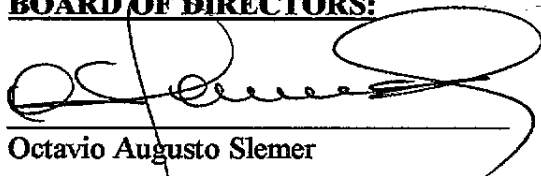
RESOLVED, that the appropriate directors or officers of the Company or any agent or attorney-in-fact of the Company authorized by any of the foregoing be, and each of them hereby is, authorized, empowered and directed to take, or cause to be taken, such further action, to engage in any and all negotiations, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, such instruments and documents as such person deems appropriate in order to effectuate the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action, engaging in such negotiations, or the execution and delivery of such instruments and documents, as the case may be) and all action heretofore taken by such persons in connection with the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

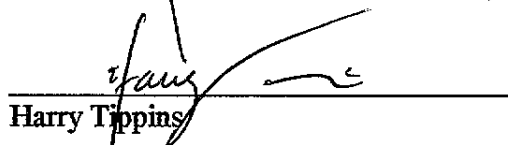
* * * * *

A handwritten signature, possibly reading "P. H.", is written in the bottom right corner of the page.

IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous
Written Consent as of March 24, 2000.

BOARD OF DIRECTORS:


Octavio Augusto Slemer


Harry Tappins