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From:

Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.
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BASIC AMENDMENT

BROAD HORIZONS, INC.

Certificate of Status	0
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROAD HORIZONS, INC.,
a Florida corporation

The undersigned, the President and a director of Broad Horizons, Inc. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: BROAD HORIZONS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office address of the Corporation is:

5201 Blue Lagoon Drive, Penthouse 902
Miami, Florida 33126

The mailing address of the Corporation is:

13800 SW 8th Street, Box 350
Miami, Florida 33184

ARTICLE III

AUTHORIZED SHARES

The Corporation is authorized to issue Twenty Million (20,000,000) shares of Common Stock at \$.01 par value per share. The Corporation is authorized issue five million (5,000,000) shares of Preferred Stock, at \$.01 par value per share, in such series and variations in the relative rights and preferences, including voting rights, if any, between such series as the Board of Directors shall determine.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE IV

BOARD OF DIRECTORS

The corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Names</u>	<u>Addresses</u>
Paul Alcazar	13800 SW 8 th Street, Box 350 Miami, Florida 33184
Luis Cuza	13800 SW 8 th Street, Box 350 Miami, Florida 33184
Marcos H. Hernandez Brea	13800 SW 8 th Street, Box 350 Miami, Florida 33184
Luis Barzana	13800 SW 8 th Street, Box 350 Miami, Florida 33184
Xavier L. Suarez	13800 SW 8 th Street, Box 350 Miami, Florida 33184

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VI

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred

in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of April 29, 1999.




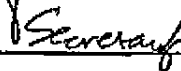
Paul Alcazar, President and Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for BROAD HORIZONS, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Title: 

Secretary

**CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF BROAD HORIZONS,
a Florida corporation**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), Broad Horizons, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in form attached hereto:

1. The name of the corporation is: BROAD HORIZONS, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, authorizing the issuance of twenty million (20,000,000) shares of common stock and five million (5,000,000) shares of blank ticket preferred stock, listing the directors of the Corporation and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the shareholders and Board of Directors of the Corporation on April 29, 1999.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's shareholders and directors dated April 28, 1999, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of April 29, 1999.

BROAD HORIZONS, INC., a Florida corporation

By: 
Paul Alcazar, President and Director