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P98000074384

June 9, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: ShopperGuide.Net, Inc.

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*****65.00 *****43.75

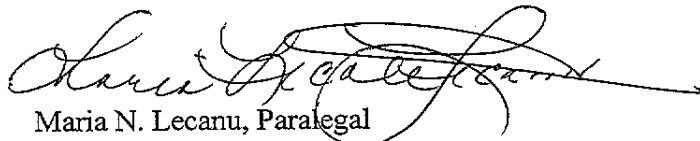
To Whom It May Concern:

Enclosed please find check number 1183 in the amount of \$65.00 representing the filing fee for the Amended and Restated Articles of Incorporation for ShopperGuide.Net, Inc. Upon receipt, please forward the certified copy directly to my office in the self addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact my office at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS, P.L.C.


Maria N. Lecanu, Paralegal

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 13 PM 12:15

Amended & Restated Art.

V. SHEPARD JUN 20 2000

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHOPPERGUIDE.NET, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUN 13 PM 12:15

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on August 25th, 1998, and assigned Document Number P98000074384, are hereby amended and restated in their entirety pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Director's on this 8th day of June, 2000, as follows:

**ARTICLE I
NAME**

The name of this Corporation is: ShopperGuide.Net, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

4342 S. E. Federal Highway
Stuart, Florida 34997

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of these Amended and Restated Articles of Incorporation shall be June 8, 2000.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 20,000,000 shares of Class A Common stock at \$.0001 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the

excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 50 S. E. Kindred Street, Suite 107, Stuart, Florida 34994 and the name of its initial registered agent at that address is N. Dean Kohl, Jr.

ARTICLE IX **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE X **COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they

authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XI **BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XIII **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

These Amended and Restated Articles of Incorporation of ShopperGuide.Net, Inc were adopted by the shareholders and directors on this 8th day of June, 2000.

The undersigned, being President and Secretary of ShopperGuide.Net, Inc. hereby certify

that the above and foregoing Amended and Restated Articles of Incorporation of ShopperGuide.Net, Inc. were adopted and aforesaid on this 8th day of June, 2000.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation this 8th day of June, 2000.

ATTEST:

By: Michael F. L. Apap Pres
Michael F. L. Apap, President

By: Georgia Binderow secy.
Georgia Binderow, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of June, 2000, by Michael F. L. Apap, President and Georgia Binderow, Secretary, of ShopperGuide.Net, Inc. on behalf of the Corporation, who is personally known to me.



Maria Nicole Lecanu
My Commission CC843264
Expires June 18, 2003

Maria Nicole Lecanu
Notary Public