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(Also admitted in Pennsylvania)

OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

February 24, 1999

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*****35.00 *****35.00

Division of Corporations
Attention: Amendments
409 East Gaines Street
Tallahassee, FL 32399

Re: CIX (USA) Holding Corporation

Dear Sir or Madam:

Enclosed please find an Amended and Restated Articles of Incorporation of CIX (USA) Holdings Corporation for filing. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

After filing is completed, please stamp and return the additional copy of the Amended Articles to me in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,

Linda Pancari

Linda Pancari

Enclosures

FILED

99 MAR 25 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

HFT 3-26-99

~~*789,563,2673,547,671*~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 1999

Linda Pancari
% Hackney, Miller, Cona & Palage
4400 PGA Blvd., Suite 505
Palm Beach Gardens, FL 33410

SUBJECT: CIX (USA) HOLDINGS CORPORATION
Ref. Number: P98000092679

We have received your document for CIX (USA) HOLDINGS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 299A00009728

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CIX (USA) HOLDINGS CORPORATION

FILED
99 MAR 25 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of CIX (USA) HOLDINGS CORPORATION are hereby amended and restated as follows:

Article 1. Name

The name of this corporation is CIX (USA) Holdings Corporation.

Article 2. Purposes

The purpose or purposes for which this corporation is organized are:

To acquire and own information technology assets, including but not limited to stock or other equity or debt in companies, limited partnerships, limited liability companies or other such entities.

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner

the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article 2 shall be regarded as independent purposes and powers.

Article 3. Registered Office; Registered Agent

The address of the initial registered office of the corporation is 4400 PGA Boulevard, Suite 307, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at such address is Robert C. Hackney.

Article 4. Principal Office

The business address of the corporation's principal office is 4400 PGA Boulevard, Suite 307, Palm Beach Gardens, Florida 33410.

Article 5. Duration

The period of this corporation's duration is perpetual.

Article 6. Directors and Officers

6.1 Number of Authorized Directors and changes in Authorized Number of Directors

The minimum number of directors of the corporation shall be four until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the board of the corporation.

6.2 Powers of Directors

Subject to the limitations contained in the articles of incorporation and the Florida Business Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

The board of directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the company, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible to the shareholders for the proper performance of their respective duties.

Article 7. Incorporator

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Robert C. Hackney | 4400 PGA Boulevard, Suite 505 Palm Beach Gardens, Florida 33410 |

Article 8. Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,250,000, divided into 1,000,000 shares of common stock at \$.001 par value each and 250,000 shares of preferred stock, at \$0.001 par value each.

8.1 Statement of Rights for Preferred Shares.

The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article.

Article 9. Shareholders

9.1 Amendment of Bylaws

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of the shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

9.2 Voting Rights

Except as otherwise expressly provided by the law of the State of Florida or these articles of incorporation or the resolution of the board of directors providing for the issue of a series of preferred stock, the holders of the common stock shall possess exclusive voting power for the election of directors and for all other purposes. Every holder of record of common stock entitled to vote and, except as otherwise expressly provided in the resolution or resolutions of the board of directors providing for the issue of a series of preferred stock, every holder of record of any series of preferred stock at the time entitled to vote, shall be entitled to one vote for each share held.

9.3 Preemptive Rights

Each share of the corporation entitles the holder to a preemptive right, for a period of sixty days, to subscribe for, purchase or otherwise acquire securities of the corporation. This right applies to any shares of the same class of the corporation or any

equity and/or voting shares of any class of the corporation that the corporation proposes to issue, or any rights or options that the corporation proposes to grant for the purchase of shares of the same class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation that are convertible into or exchangeable for, or that carry any rights, to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. After the expiration of sixty days, any and all of the shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the board of directors, as the case may be, to any persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine. As used in these articles of incorporation, the terms "equity shares" and "voting shares" mean, respectively, shares that confer unlimited dividend rights and shares that confer unlimited voting rights in the election of one or more directors.

9.4 Actions by Written Consent

Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action by any provision of the corporation law of the State of Florida, or of these articles of incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Article 10. Regulation of Business and Affairs of the Corporation

10.1 Approval of Interested Director or Officer Transactions

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or

officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

2. The material facts as to his interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

3. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the shareholders. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

10.2 Indemnification

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he 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 expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he 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 expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director,

officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as provided in this article.

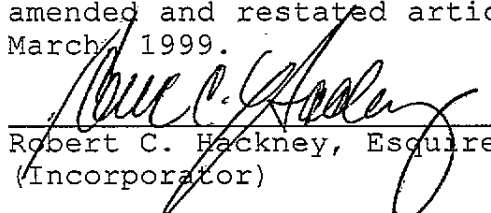
(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who 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 any liability asserted against him and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article 11.

(h) For the purposes of this article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.


2. The foregoing amendments were adopted by the sole Incorporator pursuant to Florida Statute 607.1005, without shareholder action and no shareholder action was required.

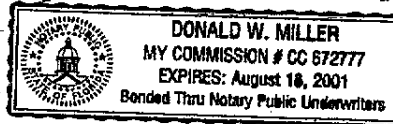
IN WITNESS WHEREOF, the undersigned, has personally executed these amended and restated articles of incorporation on this 5th day of March, 1999.


Robert C. Hackney, Esquire
(Incorporator)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me by Robert C. Hackney who produced his Florida Driver's License as identification this the 5th day of March, 1999 by:


Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING,
AGENT UPON WHOM PROCESS MAY BE SERVED


The following is submitted pursuant to Sections 48.091(1) and 607.034, Florida Statutes:

CIX (USA) HOLDINGS CORPORATION desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 4400 PGA Blvd., Suite 505, Palm Beach Gardens, FL 33410 has named Robert C. Hackney, Esquire, located at that same address as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Date: March 5, 1999

By: 
Robert C. Hackney, Esquire