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BASIC AMENDMENT

USBID INCORPORATED

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ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
USBID INCORPORATED

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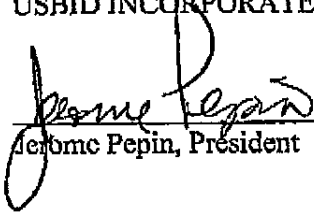
USBID INCORPORATED, a corporation organized under Chapter 607 Florida Statutes hereby adopts the following restatement of its original Articles of Incorporation, filed with the Florida Secretary of State on November 3, 1998.

1. The name of the corporation is USBID Incorporated.
2. The Articles of Incorporation of the Corporation are hereby restated in their entirety in the form annexed hereto as Exhibit A.
3. Such amendment and restatement was approved by the unanimous written consent of the Board of the Directors of the Corporation on May 3, 1999 and approved by the written consent of the holders of a majority of the outstanding stock of the Corporation on May 3, 1999, and the number of votes cast was sufficient for approval.
4. Effective upon the filing of these Articles of Restatement, each outstanding share of the Corporation's Common Stock, no par value (the "Original Common Stock"), shall be converted into ten (10) shares of the newly authorized Common Stock, \$.001 par value (the "New Common Stock"), authorized by such restatement. Each holder of the Original Common Stock as of the effective date may, at any time thereafter, turn in the outstanding stock certificates representing such shares to the Secretary of the Corporation in exchange for stock certificates representing the Corporation's New Common Stock for the appropriate number of shares, but until such exchange occurs, such outstanding certificates of the Original Common Stock shall represent the appropriate number of shares of the New Common Stock for each shareholder.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of the 26th day of May, 1999, and does hereby certify that the facts stated in these Articles of Restatement are true and correct.

USBID INCORPORATED

Peter J. Sheptak  
Florida Bar No. 126853  
Edwards & Angell, LLP  
250 Royal Palm Way, Ste. 300  
Palm Beach, FL 33480  
561-833-7700

  
Jerome Pepin, President

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EXHIBIT "A"

ARTICLES OF INCORPORATION  
OF  
USBID INCORPORATED

Pursuant to the provisions of §607.1007 Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Restatement:

ARTICLE 1 - NAME

The name of the Corporation shall be USBID Incorporated (hereinafter, the "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 100 Rialto Place, Suite 743, Melbourne, Florida 32901.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Jerome Pepin  
412 Riverview Lane  
Melbourne, Florida 32901

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ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 Authorized Shares The total number of shares of all classes which the Corporation has authority to issue is 17,000,000 shares, consisting of two classes of capital stock:

- (a) 15,000,000 shares of Common Stock, par value \$.001 per share (the "Common Shares");
- (b) 2,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Shares").

5.2 Designations, Preferences, etc. The designations, preferences, powers, qualifications, and special or relative rights, or privileges of the capital stock of the Corporation shall be as set forth in ARTICLE 6 and ARTICLE 7 below.

5.3. Pre-emptive Rights. The Shareholders of the Corporation shall not have any pre-emptive rights.

ARTICLE 6 - COMMON SHARES

6.1 Identical Rights. Except as herein otherwise expressly provided in this ARTICLE 6, all Common Shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

6.2 Dividends.

(a) When, as, and if dividends in respect of the Common Shares are declared by the Corporation's Board of Directors, whether payable in cash, in property, or in securities of the Corporation, the holders of Common Shares shall be entitled to share equally in and to receive such dividends in accordance with the number of Common Shares held by each such holder.

(b) Dividends payable under this Paragraph 6.2 shall be paid to the holders of record of the outstanding Common Shares as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any Common Shares issued as a dividend pursuant to this Paragraph 6.2 shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges. The Corporation shall not issue fractions of Common Shares on payment of such dividend but shall issue a whole number of shares to such holder of Common Shares rounded up or down in the Corporation's sole discretion to the nearest whole number, without compensation to the stockholder whose fractional share has been rounded down or from any shareholder whose fractional share has been rounded up.

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6.3 Stock Splits. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of one class of Common Shares unless the outstanding shares of all classes of Common Shares shall be proportionately subdivided or combined.

6.4 Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Shares, if any, of the full amount of which they are entitled pursuant to these Articles of Incorporation and any resolutions that may be adopted from time to time by the Corporation's Board of Directors, in accordance with ARTICLE 7 below (for the purpose of fixing the voting rights, designations, preferences, and relative, participating, optional, or other special rights of any series of Preferred Shares), the holders of Common Shares shall be entitled, to the exclusion of the holders of Preferred Shares, if any, to share ratably, in accordance with the number of Common Shares held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Shares, whether such assets are capital, surplus, or earnings.

#### ARTICLE 7 - PREFERRED SHARES

Preferred Shares may be issued from time to time in one or more series as may be determined by the Board of Directors. Subject to the provisions of these Articles of Incorporation and this ARTICLE 7, the Board of Directors is authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any such additional series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such additional series subsequent to the issue of shares of that series.

Authorized and unissued shares of Preferred Shares may be issued with such designations, voting powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Shares, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series, and whether the shares of any such series having voting rights shall have multiple votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; and

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(vii) the prices or rates of conversion at which, the terms and conditions on which, the shares are convertible.

#### ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE 10 - INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law 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, 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.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or

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arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE 11 - CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 100 Rialto Place, Suite 743, Melbourne, Florida 32901 and the name of the registered agent of the corporation at that address is Jerome Pepin.

#### ARTICLE 13 - SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that 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 requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.