



P99000009434

FILED
MAR - 1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 061675 7233649

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pajuts

ORDER DATE : March 1, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 061675-005

CUSTOMER NO: 7233649

400003791544--0

CUSTOMER: Mr. Gregory St. John
Adorno & Zeder, P.a.
Suite 200
700 South Federal Hiway
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: VERSACOM INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

C. COULLETTE MAR 0 1 2001

CONTACT PERSON: Janna Wilson ---EXT# 1155

EXAMINER'S INITIALS

DIVISION OF CORPORATION

01 MAR - 1 2001

RECEIVED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VERSACOM INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is VersaCom International, Inc. (the "Corporation") and its principal business address and mailing address of the Corporation is 131 Northwest 13th Street, Boca Raton, Florida 33432.

2. The Articles of Incorporation of the Corporation, originally filed January 27, 1999, Document No: P99000009434, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is VersaCom International, Inc. (the "Corporation") and its principal business address and mailing address of the Corporation is 131 Northwest 13th Street, Boca, Florida 33432.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act.

ARTICLE IV - DIRECTORS

The number of directors may be increased from time to time by resolution of the Board of Directors. The Directors shall be chosen as set forth in the Bylaws of the Corporation. The Directors shall have such powers and duties as may be set forth in the Bylaws of the Corporation.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue: (i) One Hundred Million (100,000,000) shares of Common Stock, having a par value of \$.0001 per share; and (ii) Twenty-Five Million (25,000,000) shares of Preferred Stock, having a par value of \$.0001 per share ("Preferred Stock"). The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to establish from time to time by resolution the number of shares of Preferred Stock to be included in preferences and relative participating, optional, conversion and other special rights of the shares of each such series and the qualifications, limitations or restrictions thereof, including but not limited to the fixing or alteration of the dividend rights, conversion rights, voting rights, rights and terms of redemption and liquidation preferences, all to the fullest extent now or hereafter permitted by the corporate laws of the State of Florida; and to increase or decrease the number of shares of any series subsequent to the issue of the shares of that series.

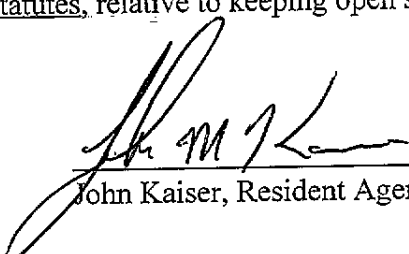
ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be 131 Northwest 13th Street, Boca Raton, Florida 33432, and the registered agent of this Corporation at such office shall be John Kaiser, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Company at the place designated in the Amended and Restated Articles of Incorporation, John Kaiser agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: February 1, 2001.



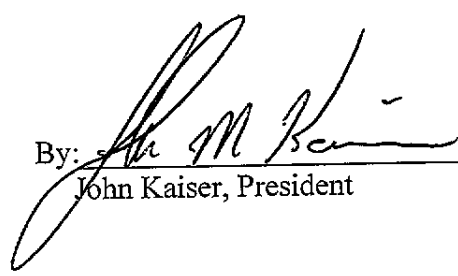
John Kaiser, Resident Agent

3. The foregoing Amended and Restated Articles of Incorporation was adopted by all of the shareholders and all of the directors in a joint written unanimous consent executed by all of them and dated as of February 1, 2001.

Dated as of February 1, 2001.

VERSACOM INTERNATIONAL, INC.

a Florida corporation

By: 

John Kaiser, President

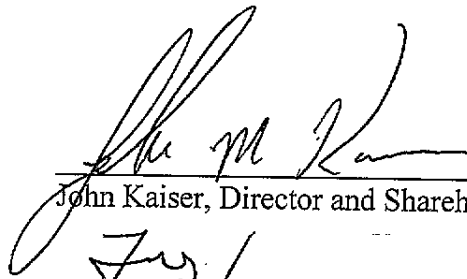
**JOINT ACTION BY UNANIMOUS WRITTEN CONSENT
OF ALL OF THE SHAREHOLDERS
AND ALL OF THE DIRECTORS OF
VERSACOM INTERNATIONAL, INC.**

The undersigned, constituting the unanimous written consent of all of the shareholders and all of the directors of VersaCom International, Inc., a Florida corporation (the "Corporation"), hereby waive all formal requirements to the actions set forth herein, including the holding and notice of a meeting, and hereby consent in writing to adopt the following actions pursuant to Florida Statutes, Section 607.1006 and 607.1003:

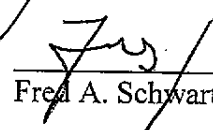
RESOLVED, that the Articles of Incorporation of the Corporation be and it hereby is amended and restated in the form written above.

FURTHER RESOLVED, that John Kaiser, President, or any other officer of the Corporation are hereby authorized and directed to execute such documents, and to do such things as are necessary to effectuate the amendment and restatement of the Corporation's Articles of Incorporation.

Dated as of February 1, 2001.



John Kaiser, Director and Shareholder



Fred A. Schwartz, Director and Shareholder