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CloverLeaf Capital

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From: Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : 119990000230
Phone : (407) 905-9699
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BASIC AMENDMENT

THE BALLISTIC PIXEL LAB INC.

RECEIVED
03 MAY 30 AM 9:54
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Amended & Restated

T BROWN MAY 30 2003

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FILED
03 MAY 30 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BALLISTIC PIXEL LAB INC.

**Pursuant to Provisions of the
Florida Business Corporation Act**

THE BALLISTIC PIXEL LAB INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Board of Directors and Shareholders of the Corporation adopted the resolutions set forth below, on May 27, 2003, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors and Shareholders of the Corporation, by resolution on May 27, 2003, with respect to the foregoing matters have authorized the Amended and Restated Articles of Incorporation forth below.

NOW THEREFORE IT IS RESOLVED, that:

ARTICLE I - NAME

The name of the Corporation is The Ballistic Pixel Lab Inc.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

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ARTICLE III - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - STOCK

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 75,000,000 with a par value of \$.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Blank Check Preferred Stock which the corporation shall have authority to issue is 10,000,000 with a par value of \$.0001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distributions to such holders.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations,

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preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and express in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payments, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of series shall be identical in all respects with the other shares of the same series.

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The present street address in this state of the principal office of this corporation is: 435 Douglas Ave, Suite 2705, Altamonte Springs Florida 32714. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of "a majority" of the Board of Directors of the Corporation.

ARTICLE VI – SHAREHOLDERS' RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII – REGISTER OFFICE AND AGENT

The present designation of the registered office of this corporation is, 2710 Rew Circle, Suite 100, Ocoee, FL 34761, and the registered agent at this address is E. Nicholas Davis, III.

ARTICLE VIII - BY-LAWS

New by-laws may be adopted, and existing by-laws may be amended or repealed by the shareholders or by the board of directors, by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon or of a majority of the directorships, as the case may be. The notice of any meeting of shareholders or directors at which by-laws are to be adopted, amended or repealed shall include notice of such proposed action. Any action taken with respect to adopting or repealing a by-law or amending the by-laws by the board of directors may be rendered ineffective by the affirmative of vote of the holders of a majority of the voting power of the shares entitled to vote, provided that the notice of any meeting of the shareholders at which actions of the board of directors are to be rendered ineffective shall include notice of such proposed action.

ARTICLE IX - DIRECTORS

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The directors are hereby given the authority to do any act on behalf of the corporation by law and in each instance where the Florida Business Corporation Act provides that the directors may act in certain instances where the Articles of Incorporation authorize such action by the directors, the directors are hereby given authority to act in such instances without specifically numerating such potential action or instance herein.

ARTICLE X COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and any one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either 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 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 the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, or (c) the contract or transaction 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 transaction.

ARTICLE XI LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such person as a director or officer. Notwithstanding the foregoing sentence, a director or officer shall be liable to the extent provided by applicable law, (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of Florida Business Corporation Act.

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The provisions hereof shall not apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment.

Under penalties of perjury, we declare that these Articles of Incorporation have been examined by us and are, to the best of our knowledge and belief, true, correct and complete.

The foregoing was authorized by the entire Board of Directors and Shareholders of the Corporation by written resolution effective May 27, 2003 and the number of votes cast by the Directors and Shareholders were sufficient for approval.

IN WITNESS WHEREOF, THE BALLISTIC PIXEL LAB INC. through its designated officer has caused this Certificate to be duly executed in its corporate name as of May 27, 2003.

THE BALLISTIC PIXEL LAB INC.

By: 

David Mathieu, President and Director

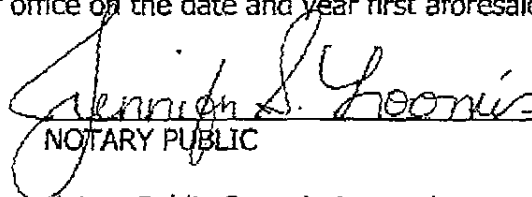
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STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 27th day of May 2003, before me, a Notary Public in and for the State and County aforesaid, personally appeared David Mathieu, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the President and Director of THE BALLISTIC PIXEL LAB INC., and that he executed as said officer and Director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



Jennifer S Loomis
My Commission CC932074
Expires April 30 2004

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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 29th day of May 2003



E. Nicholas Davis, III, Registered Agent

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