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BASIC AMENDMENT

ASKPHYSICIANS.COM, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	02
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ASKPHYSICIANS.COM, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, AskPhysicians.com, Inc., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the shareholders approved such amendment by written consent as of March 2, 2000. The number of votes cast for the amendment was sufficient for approval by the holders of common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by written consent as of March 2, 2000.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I - NAME

The name of the corporation is AskPhysicians.com, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 30,000,000 shares of Common Stock, par value \$0.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

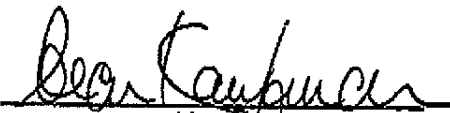
The principal place of business and the mailing address of the Corporation is 8725 N.W. 18th Terrace, Penthouse, Miami, FL 33172.

MAR. 7. 2000 1:43PM SH&D LLP

NO. 3465 P. 3

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IN WITNESS WHEREOF, AskPhysicians.com, Inc. has caused these Amended and Restated Articles of Incorporation to be executed as of March 2, 2000.

By: 
Name: Sean Kauffman
Title: Treasurer

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