

P99000018670

Homeworks Automation, Inc.
33 SE 8th Street
Suite 200
Boca Raton, FL 33432

June 23, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/01/00--01005--014
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the Amended and Restated Articles of Incorporation of Homeworks Automation, Inc. Also enclosed is the filing fee of \$35.00.

Kindly see that these Articles are filed and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,



David Botknecht

FILED
00 JUL 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

Astart

T. LEWIS JUL 31 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 27, 2000

DAVID BOTKNECHT
HOMEWORKS AUTOMATION, INC.
33 SE 8TH STREET, SUITE 200
BOCA RATON, FL 33432

SUBJECT: HOMEWORKS AUTOMATION, INC.
Ref. Number: P99000018670

We have received your document for HOMEWORKS AUTOMATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 600A00036317

Enclosed

RECEIVED
00 JUL 31 AM 9:47
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOMEWORKS AUTOMATION, INC.

FILED
00 JUL 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Homeworks Automation, Inc. are hereby Amended and Restated pursuant to the provisions of the Florida Business Corporation Act, as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Homeworks Automation, Inc.

SECOND: The principal office of the Corporation shall be located at 33 S.E. 8th Street, Suite 200, Boca Raton, FL 33432. The mailing address of the Corporation is 33 S.E. 8th Street, Suite 200, Boca Raton, FL 33432.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000, all of which are of a par value of \$0.001 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the Board of Directors of the Corporation is two which may be increased by the bylaws.

The names and addresses of the individuals who are to serve as the members of the Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Botknecht	33 S.E. 8 th Street Suite 200 Boca Raton, FL 33432
Avi Rosenthal	33 S.E. 8 th Street Suite 200 Boca Raton, FL 33432

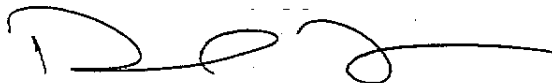
FIFTH: The address of the registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, FL 33394 and the name of the registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said

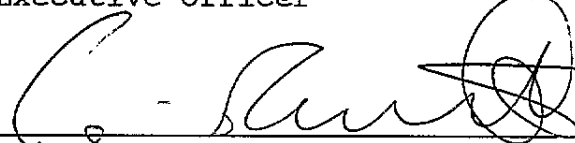
provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote 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 in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

It is hereby certified that these Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act by the Board of Directors of the Corporation on November 3, 1999 and, as this restatement contains an amendment requiring shareholder approval, by the written consent of the holders of the issued and outstanding shares of the common stock as of November 3, 1999. The number of votes cast in favor of these Amended and Restated Articles of Incorporation voting together as a class, was sufficient for the approval by such holders.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed this 23rd day of June, 2000.



David Botknecht, Co-Chief
Executive Officer



Avi Rosenthal, Secretary