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FEDERAL EXPRESS

May 12, 1999

State of Florida
Department of Corporations
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

500002873935--2
-05/13/99-01072-002
*****52.50 *****52.50

Re: Reink Corp.

Dear Sir/Madam:

Enclosed is one (1) original and one (1) copy of the Restated Articles of Incorporation for Reink Corp. (the "Company"). Please file the original in your office and return to us one file-stamped certified copy. Additionally, please provide us with a Certificate of Good Standing for the Company.

I have enclosed a check in the amount of \$52.50 to cover the following:

Filing Fee for Restated
Articles of Incorporation:
Certified Copy of Restated Articles:
Certificate of Good Standing:

\$35
8
8
\$ 52.50

99 MAY 13 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,
David A. Carter, P.A.

By: Susan M. Massinger
Susan M. Massinger
Legal Secretary

SMM/mmi
cc: Reink Corp.
Reink\florida.001

Restated Articles
5/20/99

FILED

99 MAY 13 PM 3:48

RESTATED ARTICLES OF INCORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REINK CORP.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation on this date hereby restates its Articles of Incorporation by deleting therefrom in their entirety Article I through Article XI and by substituting in their place Articles I through Article XV below.

ARTICLE I - NAME

The name of the Corporation is Reink Corp. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue 10,000,000 shares of common stock, par value \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt for assessment.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Corporation and the street address of the registered office of this Corporation is:

Thomas J. Irvine
21301 Powerline Road
Suite 301
Boca Raton, Florida 33433

ARTICLE V - CORPORATE MAILING ADDRESS

The principal office and mailing address of the Corporation is:

21301 Powerline Road
Suite 301
Boca Raton, Florida 33433

ARTICLES VI - POWERS

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VII - DIRECTOR-CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or 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 her 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 a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders 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 as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or

a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - NO ANTI-TAKEOVER LAW GOVERNANCE

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X - FISCAL YEAR

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XI - NUMBER OF DIRECTORS

The Corporation shall have such number of Directors as may be determined from time to time as provided by the By-Laws of the Company, but never less than one (1).

ARTICLE XII - INITIAL DIRECTOR

The name and address of the first director of the Corporation who shall hold office for the year or until his successor(s) is duly elected and qualified, shall be:

Thomas J. Irvine
21301 Powerline Road
Suite 301
Boca Raton, Florida 33433

ARTICLE XIII - PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XIV - BY-LAWS

The By-Laws of this Corporation shall be adopted by the Board

of Directors. The By-Laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

ARTICLE XV - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Restated Articles of Incorporation this 12th day of May, 1999.

REINK CORP.

By: Thomas J. Irvine
Thomas J. Irvine
Chairman and Secretary

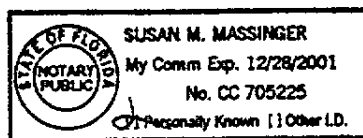
STATE OF Florida)
COUNTY OF Palm Beach) SS

BEFORE ME, the undersigned authority, personally appeared Thomas J. Irvine, the Chairman and Secretary of Reink Corp., who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Restated Articles of Incorporation on behalf of Reink Corp., and who is personally known to me or who has produced driver's license as identification

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 12th day of May, 1999.

Susan M. Massinger
Notary Public

My Commission Expires:

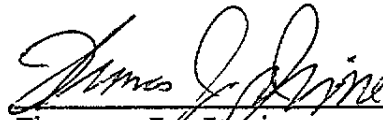


reink\articles.restated

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Reink Corp., at the place designated in the Restated Articles of Incorporation, Thomas J. Irvine agrees to act in this capacity, and agrees to comply with the provisions of the Florida Business Corporation Act relative to keeping open such office until such time as it shall notify the Corporation of his resignation.

Dated this 17th day of May, 1999.

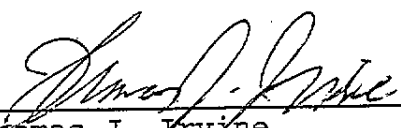

Thomas J. Irvine

CERTIFICATE

The Restated Articles of Incorporation of Reink Corp. were approved by unanimous written consent of the Board of Directors of Reink Corp. on May 24, 1999, and pursuant to Section 607.1005 of the Florida Business Corporation Act, written consent of the shareholders of Reink Corp. is not required.

REINK CORP.

By: _____


Thomas J. Irvine
Chairman and Secretary