

Wayne L. Rubinias

Requester's Name

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Address

Tallahassee FL 32200

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Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bigpros, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



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Photocopy



Certified Copy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

CR2E031(7/97)

Astart
T. LEWIS AUG 22 2000

Examiner's Initials

RECEIVED

00 AUG 22 PM 2:42

FILED

00 AUG 22 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

AUG 22 2000

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIGPROS, INC.**

FILED
00 AUG 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, **BIGPROS, INC.** (the "Corporation"), for the purposes of amending and restating its Articles of Incorporation, and pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), executes the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME.

The name of the Corporation shall be **BIGPROS, INC.**, and its principal place of business shall be 6207 Sanders Drive, Tampa, Florida 33611.

ARTICLE II - NATURE OF BUSINESS.

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

A. **AUTHORIZED SHARES.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 11,000,000, consisting of 10,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"). The shares may be issued from time to time as authorized by the Board of Directors of the Corporation without further approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by statute, rule or regulation.

B. **COMMON STOCK.** Except as otherwise provided by statute or Preferred Stock Designations (as defined

below), the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of Common Stock shall be entitled to one vote for each share held of record by such holder as to each matter submitted to shareholders for approval. There shall be no cumulative voting rights in the election of directors of the Corporation.

C. **PREFERRED STOCK.** The shares of Preferred Stock may be issued from time to time in one or more series as may be established by the Board of Directors of the Corporation. The Board of Directors is hereby expressly authorized to fix and determine by resolution(s) the number of shares of each series of Preferred Stock and the designation thereof, any voting and other powers, preferences and relative participating, optional or special rights, including the number of votes, if any, per share and such qualifications, limitations or restrictions on any such powers, preferences and rights as shall be stated in the resolution(s) providing for the issue of the series (a "Preferred Stock Designation") and as may be permitted by the Act. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of such class or series then outstanding) by the affirmative vote of holders of a majority of the voting power of the then outstanding shares of capital stock, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless the vote of such holders if required pursuant to any Preferred Stock Designation.

ARTICLE IV - TERM OF EXISTENCE.

The Corporation shall exist perpetually.

ARTICLE V - DIRECTORS.

A. The Corporation shall be under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) or more than nine (9) directors. The number of directors within this range shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the directors then in office. Each director shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

B. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directorships, may be filled by the vote of a majority of directors then in office. Any director so chosen shall hold office until such director's successor shall have been elected and qualified. Any director chosen by the Board of Directors to fill a vacancy created, other than by reason of an increase in the number of directorships, shall serve for the unexpired term of the director whose vacancy is being filled. Any director chosen by the Board of Directors to fill a vacancy created by reason of an increase in the number of directorships shall serve for a term to expire at the next election of directors.

C. The Board of Directors shall be entitled to take any action by written consent in lieu of taking such action at a meeting of the Board.

ARTICLE VI - DIRECTOR'S LIABILITY.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director by reason of any act or omission, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Act; or (iv) for any transaction from which the director derives an improper personal benefit. If the Act is amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of Corporation existing at the time of such repeal or modification.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT.

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Registered Agent:

Anthony T. Leon

Registered Office:

45 Central Court
Tarpon Springs, Florida 34689

ARTICLE VIII - SHAREHOLDER MEETINGS.

A. Special meetings of shareholders may be called at any time by the Chairman of the Board or the President, by a majority of the directors then in office or by the written request of the holders of at least 25% of the then outstanding shares of capital stock of the Corporation entitled to be cast, voting together as a single class.

B. The shareholders of the Corporation shall be entitled to take any action by written consent in lieu of taking such action at an annual or special meeting of shareholders called for that purpose.

C. Advance notice of shareholder nominations for election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION.

The Corporation reserves the right to amend, alter or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

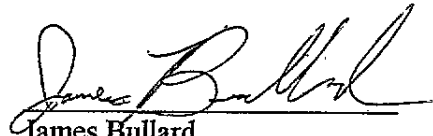
ARTICLE X - ADOPTION

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors before the issuance of shares, pursuant to Section 607.1005 of the Act. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized sole director as of this 7 day of August, 2000.

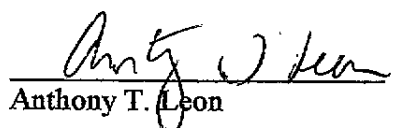
BIGPROS, INC.

By:


James Bullard
Sole Director

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in the foregoing Articles, I am familiar with and accept the appointment as registered agent and agree to act in such capacity.


Anthony T. Leon

Date: 08/08/2000