



099000041932

ACCOUNT NO. : 072100000032
REFERENCE : 835139 4336650
AUTHORIZATION : Patricia Piggitt
COST LIMIT : \$ 35.00

FILED
SEP 19 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 19, 2000
ORDER TIME : 2:51 PM
ORDER NO. : 835139-015
CUSTOMER NO: 4336650
CUSTOMER: Ms. Sylvie G. Jordan
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

Amended &
Restated
Articles

RECEIVED
00 SEP 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: WEBGENIUS.COM, INC.

900003398539--2

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILE 3RD

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: ADR

402250, 80721, 80672

9/25/00



RESUBMIT

Please give original submission date as file date.

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

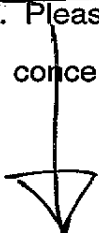
SUBJECT: WEB GENIUS CORP.
Ref. Number: P99000084399

We have received your document for WEB GENIUS CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist



Letter Number: 700A00049694

Physicians Imaging
Network, Inc.'s name
is being changed
the merger to
WebGenius.COM, Inc.

RECEIVED
00 SEP 25 AM 9:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 SEP 19 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEBGENIUS.COM, INC.**

**(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on
May 3, 1999)**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") shall be: **WEBGENIUS.COM, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 12000 Biscayne Boulevard, Suite 201, Miami, Florida 33181. The address of the registered office is 12000 Biscayne Boulevard, Suite 201, Miami, Florida 33181.

ARTICLE 4

CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock").

ARTICLE 5

BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the director of this Corporation is:

Peter Stein
12000 Biscayne Boulevard, Suite 201
Miami, Florida 33181

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.


ARTICLE 9

AMENDMENT

This Corporation reserves the rights to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on September 15th, 2000.

WEBGENIUS.COM, INC.

By: 

Peter J. Stein

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of September, 2000



Peter J. Stein

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEBGENIUS.COM, INC.**

WEBGENIUS.COM, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is WEBGENIUS.COM, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for: (i) the increment of the number of authorized shares of common stock from 1,000 shares to 100,000,000 shares; and (ii) the change of the par value of each share of common stock from \$.01 to \$.001 par value per share.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. The Corporation currently does not have any shares issued and outstanding. Therefore, the Restated Articles were unanimously adopted and approved by the written consent of the sole director dated September 15th 2000, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of September 15th 2000.

WEBGENIUS.COM, INC.

By: _____

Name: Peter Stein

Title: President