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**BASIC AMENDMENT**

**AMERICAN MANUFACTURERS.COM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN MANUFACTURERS.COM, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act of the State of Florida, the undersigned President of AMERICAN MANUFACTURERS.COM, INC. (the "Corporation"), a corporation organization and existing under and by virtue of the laws of the State of Florida does hereby certify:

- FIRST:** These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation bearing Document Number P99000047388.
- SECOND:** The text of the Articles of Incorporation of the Corporation are hereby Amended and Restated, substantially in the form attached hereto as Exhibit "A".
- THIRD:** The Amended and Restated Articles of Incorporation were adopted by the Board of Directors and a majority of the holders of the issued and outstanding Common stock of the Corporation pursuant to written consent dated May 10, 2000. Such actions were undertaken in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the Amended and Restated Articles of Incorporation of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer.

Signed, this 10th day of May, 2000.

  
\_\_\_\_\_  
Ronald E. Anderson  
President and Chief Executive Officer

CHARLES B. PEARLMAN, ESQ., FLA BAR #235547  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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**EXHIBIT "A"**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN MANUFACTURERS.COM, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Amended and Restated Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: AMERICAN MANUFACTURERS.COM, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 285B N. Lake View Boulevard, Cocoa, FL 32936.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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#### ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be fifty million (50,000,000) shares of common stock, par value \$.0001 per share, and twenty million (20,000,000) shares of preferred stock, par value \$.0001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

#### ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be Marc Timm, 285B N. Lake View Boulevard, Cocoa, FL 32936.

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**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have three (3) to nine (9) Directors, as determined by the Board.

**ARTICLE VIII  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

AMERICAN MANUFACTURERS.COM, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 285B N. Lake View Boulevard, Cocoa, FL 32936, has named Marc Timm, 285B N. Lake View Boulevard, Cocoa, FL 32936, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

A handwritten signature in black ink, appearing to read "Marc Timm", is written over a horizontal line.

Marc Timm

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