

P99000050255

VALUE PLUS MARKETING, INC.
200 S. Washington Blvd., Suite 9
Sarasota, Florida 34236

May 23, 2000

VIA OVERNIGHT MAIL

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-05/26/00--01110--001
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for immediate filing are two (2) originals of Amended and Restated Articles of Incorporation of Value Plus Marketing, Inc., together with a check for filing fees in the amount of \$35 made payable to the Florida Secretary of State.

Please return a file-stamped copy to me using the enclosed envelope.

Very truly yours,


Thomas Clay

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 26 AM 7:57

Mr. Clay authorized to
take out initial in
Registered Office address.

Amended & Restated
LTS
6-14-2000

00 MAY 26 AM 7:58

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VALUE PLUS MARKETING, INC.**

In accordance with Section 607.1007, Florida Statutes, the Articles of Incorporation of Value Plus Marketing, Inc., a Florida corporation (the "Company"), are hereby amended and restated to read in their entirety as follows:

**ARTICLE 1
NAME**

The name of this Corporation is Value Plus Marketing, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236.

**ARTICLE 4
PURPOSES AND POWERS**

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

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand Five Hundred (1,500) shares of Common Stock, \$.001 par value per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is Thomas Clay.

ARTICLE 7
INCORPORATOR

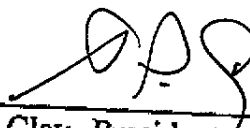
The name and address of the person signing these Articles of Incorporation, the Incorporator, is Thomas Clay, 200 South Washington Blvd., Suite 9, Sarasota, Florida 34236.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and Shareholders on February 17, 2000, in accordance with Section 607.1003 of the Florida Statutes. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the Company has executed these Amended and Restated Articles of Incorporation this 23rd day of May, 2000.



Thomas Clay, President