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P99000053823

KELLY B. PLANTE, ESQUIRE

January 08, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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*****35.00 *****35.00

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$35.00** for the applicable filing fees for the following entity:

T-SYSTEMS, INC. (now known as Trizen Systems, Inc.)
Document Number: P99000053823

Upon receipt, please "date-stamp" the copy of the letter provided, **conform the copy of the Articles** when filed and call Ann Cotroneo at 222-7717, when the conformed copy is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/ams
Enclosures
GHRCORP/GHR3.04
60388-1/Weinman

Amend, Rest. & N.C.
G. COULLETTE JAN 12 2001



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
T-Systems, Inc. (n/k/a Trizen Systems, Inc.)**

The undersigned, acting in his capacity as the Chairman of the Board of Directors of T-Systems, Inc. (n/k/a Trizen Systems, Inc.) (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), as adopted by the unanimous written consent of the Board of Directors pursuant to Florida Statutes Section 607.0821 and as approved by the holders of a majority of the Corporation's capital stock pursuant to Florida Statutes Section 607.0704 on December 28, 2000. The number of votes cast by the shareholders was sufficient for approval.

These Amended and Restated Articles of Incorporation amend the Corporation's name and increase the number of authorized shares of the Company's common stock, and amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on June 14, 1999.

**ARTICLE I
Name of Corporation**

The name of the corporation is:

TRIZEN SYSTEMS, INC.

**ARTICLE II
Purpose**

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

**ARTICLE III
Registered Office and Registered Agent**

The registered office of this corporation is 120 International Parkway, Suite 220, Heathrow, Florida 32746, and the registered agent at this address is Edward Zaremba.

**ARTICLE IV
Capital Stock**

1. Authorized Stock. This corporation is authorized to issue 100,000,000 shares of Common Stock with a par value of \$.0001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common

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Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The principal office of the Corporation is 2555 North Monroe, Suite 5, Tallahassee, FL 32303. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Board of Directors


The corporation shall have that number of directors as provided in the Corporation's bylaws.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and a majority of the stockholders sign a written statement manifesting intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation have been signed by the Chairman of the Corporation this 28th day of December, 2000.

TRIZEN SYSTEMS, INC.



Edward Zarembo
Chairman of Board of Directors



120 INTERNATIONAL PARKWAY • SUITE 220

HEATHROW • FLORIDA 32746

407 304 4750

www.trizen.com

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of TRIZEN SYSTEMS, INC., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.

A handwritten signature in black ink, appearing to read "Edward Zaremba", written over a horizontal line.

Edward Zaremba
Chairman of Board of Directors

January 9, 2001