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BASIC AMENDMENT

GIGATON.COM, INC.

Certificate of Status	0
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Amended & Restated Articles

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

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, GIGATON.COM, INC., a Florida corporation (the "Corporation") certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the shareholders of the Corporation approved such amendments by written consent effective as of June 13, 2000. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors by unanimous written consent effective as of June 13, 2000.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

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

ARTICLE I - NAME

The name of the corporation is Gigaton, Inc. (hereinafter called the "Corporation")

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

A. Authorized Shares.

(1) The aggregate number of shares which the Corporation shall have the authority to issue is 120,000,000 shares, consisting of:

(a) 100,000,000 shares of common stock, par value \$.01 per share ("Common Stock"); and

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(b) 20,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock").

(2) The preferences and relative, participating or other rights of the preferred stock, and the qualifications, limitations or restrictions thereof are as follows:

(a) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

(b) Authority is hereby expressly granted to and vested in the Board of Directors of the Corporation to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(ii) the preferences and relative, participating, optional or other special rights, if any, with respect to any class or series;

(iii) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(iv) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(v) the dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

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(vi) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same of any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expresses or provided for in such resolution or resolutions; and

(vii) such other special rights and protective provisions with respect to any class or series as the Board of Directors of the Corporation may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

B. Acquired Shares. Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

C. Preemptive Rights. The following holders of the Corporation's Common Stock shall have the preemptive right to acquire shares of capital stock of the Corporation proposed to be sold by the Corporation upon the terms and conditions set forth in this Article III Section C:

Andres Barresi
Ingrid Graefe
Eduardo Gutierrez

(solely for purposes of this Section C, Andres Barresi, Ingrid Graefe and Eduardo Gutierrez are collectively referred to as the "Shareholders" and individually as a "Shareholder").

(1) Grant of Right. If the Corporation proposes to and does issue (the "Third Party Issuance") additional shares of its capital stock (including shares issued as compensation to directors, officers or employees of the Corporation or any subsidiaries of the Corporation) to any Person (as hereinafter defined), other than to all of the Shareholders in proportion to each Shareholders' ownership of the capital stock of the Corporation, then each Shareholder shall have the right (the "Preemptive Right") to purchase shares of such capital stock so that, immediately after such purchase and the Third Party Issuance, each Shareholder shall own the

same percentage of shares of issued and outstanding capital stock of the Corporation as such Shareholder had owned prior to the proposed Third Party Issuance.

For purposes of this Article III Section C, the term "Person" shall mean any individual, sole proprietorship, partnership (including a limited partnership), joint venture, trust, unincorporated organization, association, company, institution, public benefit company, limited liability company, joint stock company, entity or government (whether federal, state, county, city, municipal or otherwise, including, without limitation, any instrumentality, division, agency, body or department thereof).

(2) Procedure. The Corporation shall give each Shareholder ten (10) business days prior written notice of any proposed Third Party Issuance of capital stock which would entitle the Shareholders to exercise their Preemptive Rights under Section C(1) hereof. Upon receipt of such notice, each Shareholder shall have ten (10) business days (the "Exercise Period") to exercise the Preemptive Right. If by the expiration of the Exercise Period, a Shareholder notifies the Corporation that it does not wish to exercise its Preemptive Right or has failed to give notice to the Corporation, then the Corporation shall offer to the remaining Shareholders electing to exercise their Preemptive Rights (the "Exercising Shareholders") the capital stock ("Additional Shares") declined to be acquired by the other Shareholder(s) (the "Non-Exercising Shareholders") on a pro rata basis. Within five (5) business days of receipt of notice from the Corporation, an Exercising Shareholder shall advise the Corporation in writing of the number of Additional Shares to be acquired by the Exercising Shareholder pursuant to this Section C(2). If by the expiration of the Exercise Period, none of the Shareholders notify the Corporation that they wish to exercise their Preemptive Rights or have failed to give notice to the Corporation, then the Corporation may continue with and effect the proposed Third Party Issuance. If a Shareholder chooses to exercise its Preemptive Right during the Exercise Period, the Corporation shall take all actions reasonably necessary to issue such capital stock to such Shareholder in accordance with this Section C and may continue with and effect the proposed Third Party Issuance.

(3) Exercise Price. In connection with the exercise of the Preemptive Right: (a) the exercise price shall be the same price at which the capital stock is being issued pursuant to the Third Party Issuance; and (b) the terms and conditions of the purchase shall be, as nearly as reasonably practicable, the same as the terms and conditions of the Third Party Issuance. If all or part of the Third Party Issuance offering price consists of any consideration other than cash, then the per share price at which a Shareholder is offered the capital stock shall be the amount determined by dividing the total number of shares of capital stock which are the subject of the Third Party Issuance into the sum of (a) the aggregate amount of cash, if any, proposed to be paid for such capital stock; and (b) the aggregate fair market value of the non-cash consideration proposed to be paid for such capital stock (taking into account, in determining such fair market value, any liabilities associated with such non-cash consideration).

(4) Exceptions. If the Third Party Issuance involves the borrowing of money from the proposed Third Party, then the Shareholders shall not have the Preemptive Right with regard to such Third Party Issuance.

ARTICLE IV - REGISTERED AGENT

The street address of the registered office of the Corporation is 200 South Biscayne Boulevard, #4874, Miami, Florida 33131 and the name of the registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is Suite 2000, 8151 West Peters Road, Plantation, FL 33324.

IN WITNESS WHEREOF, Gigaton.com, Inc. has executed these Articles of Incorporation this 13th day of June, 2000.

By: 
Name: Patricia Gutierrez
Title: President and Chief Executive Officer