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PREMIER PLUS, INC.
118 Celebration Blvd
Suite 108
Celebration, Florida 34747

FILED
07 OCT 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 30, 2001
Florida Department of State
Katherine Harris, Secretary of State
Reference:

MEMORANDUM FOR: Corporate Filings Section

PURPOSE: Submission of Corporate Documents for Filing

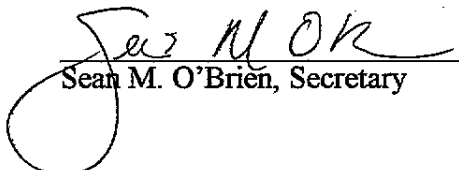
Amended &
Restated with
Name Change

1. In accordance with the laws of the State of Florida the undersigned submit the following documentation and supporting documents to be filed.
 - a. Amended and Restated Articles of Incorporation
 - b. The Corporate Bylaws for Premier Plus Inc
 - c. Associated supporting documentation

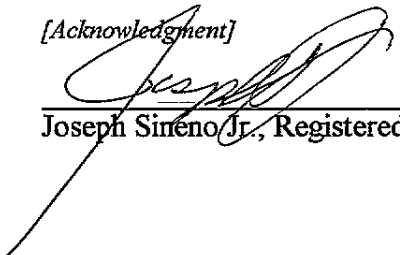
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DATED and consented to as of the 29th day of October 2001.

[Corporate Seal]


Sean M. O'Brien, Secretary

[Acknowledgment]


Joseph Sineno Jr., Registered Agent

DR
11/1/01

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PREMIER PLUS, INC.**

The undersigned, in compliance with board resolution, hereby amends and restates the Articles of Incorporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is being changed from Premier Plus Inc. to Syndeos Corporation

The address of the principal office of this corporation shall be 1180 Celebration Blvd. Suite 108, Celebration, Florida 34747, and the mailing address of the corporation shall be the same..

ARTICLE II. NATURE OF BUSINESS

The objects and purposes for which this corporation is formed are:

To conduct and transact generally the business of a Business Process Optimization and Software Architecture and Development corporation and to do all things and exercise all powers and perform all functions that a Business Process Optimization and Software Architecture and Development corporation is authorized or empowered to do, exercise, or perform under and by virtue of the laws of Florida, or that it may be by law hereafter authorized to do, exercise, or perform, and engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation and do all the above things as a Business Process Optimization and Software Architecture and Development corporation and insofar as is consistent with the laws of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is One Hundred Million (100,000,000) shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 1180 Celebration Blvd. Suite 108, Celebration Florida 34747 and the name of the registered agent of the Corporation at that address is:

Name	Address in Florida
Joseph Sineno Jr.	1180 Celebration Blvd
	Suite 108
	Celebration Florida 34747

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Amended and Restated Articles of Incorporation. This corporation shall have five (5); the following are the names and residences of the persons currently appointed to act as directors until their successors are elected and qualified. The initial two are as listed:

Names	Residences
Joseph Sineno Jr.	1180 Celebration Blvd Suite 108 Celebration, Florida 34747
Sean M. O'Brien	1180 Celebration Blvd Suite 108 Celebration, Florida 34747

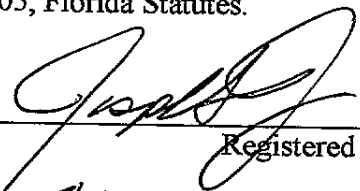
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation remain unchanged as:

**The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805**

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Registered Agent

Date: Oct. 03, 2001

 [Corporate Seal]

MINUTES OF DIRECTORS' SPECIAL MEETING

A special meeting of the board of directors of Premier Plus Inc. Corporation was held at the principal office of the company on October 1, 2001, at 10:07 a.m., pursuant to call by the president or pursuant to written waiver of notice signed by all of the directors, or the like.

The following directors were present: Joseph Sineno Jr.

The meeting was presided over by the sole director and was present and kept the minutes.

An agreement and written waiver of notice signed by all of the directors was read, the original copy of which is inserted and reads as follows:

I, the undersigned, being the sole director of the Premier Plus Company, a corporation organized under the laws of the State of Florida, consent and agree that a meeting of the board of directors be held at 1180 Celebration Blvd. Suite 108, Celebration, State of Florida, on October 1 2001, at 10:07 o'clock in the a.m., to call a special meeting of the stockholders of the Premier Plus Company for the purpose of appointing a new Director to the Company, and for the transaction of any other business which may be legally done at the meeting of the board of directors. These Amended and Restated articles contain amendments that were adopted by the shareholders.

Dated 1 October 2001.



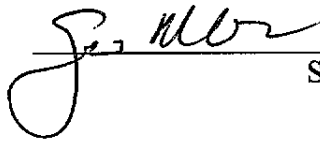
Joseph Sineno Jr.
Being the sole director of the Company

The meeting was called to order by the president.

Upon motion the following resolution was unanimously adopted:

Appointing Sean M. O'Brien as Director and Secretary of the Company.

Upon motion adopted the meeting adjourned.



Secretary

[Corporate Seal]

[Acknowledgment]