

FEB. 8. 2002 3:01PM BROAD. CASSEL

NO. 26073e 1P. 1

999000074207

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

** 2ND TRANSMITTAL **

BASIC AMENDMENT

U.S. INSTALLATION GROUP INC.

Certificate of Status	1
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Page Count	045
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2002

U.S. INSTALLATION GROUP INC.
19646 BISCAYNE BAY DRIVE
BOCA RATON, FL 33498

SUBJECT: U.S. INSTALLATION GROUP INC.
REF: P99000074207

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Darlene Connell
Corporate Specialist

FAX Aud. #: H02000032892
Letter Number: 002A00008004

Fax Audit Number: H020000328920

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
U.S. INSTALLATION GROUP INC.**

Document Number P99000074207

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TALLAHASSEE, FLORIDA

The directors and shareholders of U.S. INSTALLATION GROUP INC., a Florida corporation (the "Corporation") have duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

WHEREAS, the Corporation was incorporated on August 19, 1999.

WHEREAS, the Corporation's board of directors adopted these Amended and Restated Articles of Incorporation of the Corporation on January 28, 2002.

WHEREAS, these Amended and Restated Articles of Incorporation of the Corporation were approved by a majority vote of holders of the Corporation's Common Stock, no other voting group is entitled to vote on the amendment, the number of votes casts for the amendment by the holders of the Corporation's Common Stock was sufficient for approval, and the date of adoption by the shareholders was January 28, 2002.

The Corporation's Amended and Restated Articles of Incorporation are as follows:

ARTICLE I.

The name and address of this Corporation shall be: U.S. INSTALLATION GROUP INC., 2258 N.W. 30th Place, Pompano Beach, Florida 33069, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

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

ARTICLE III.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Ten Million Five Hundred Thousand (10,500,000) shares, consisting of Ten Million (10,000,000) shares of Common Stock with a par value of \$.001 per share (the "Common Stock"), and Five Hundred Thousand (500,000) shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

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The following is a statement of the designations, powers, privileges, rights, qualifications, limitations, and restrictions in respect of each class of capital stock of the Corporation:

1. Common Stock. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of any outstanding Preferred Stock.

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless expressly provided in the resolutions creating same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE IV.

The registered office of this Corporation is 2258 N.W. 30th Place, Pompano Beach, Florida 33069. The registered agent at that address is Bruce DeLuca.

ARTICLE V.

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from to time in the manner provided in the Corporation's Bylaws.

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ARTICLE VI.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VII.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE VIII.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed by its undersigned officer this 31 day of January, 2002.

U.S. INSTALLATION GROUP INC., a
Florida corporation

By: B. D. L. R.
Bruce DeLuca, President

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