

Division of Corporations

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Florida Department of State
 Division of Corporations
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 Katherine Harris, Secretary of State

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To:

Division of Corporations
 Fax Number : (850) 922-4000

From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAUL & STEWART, P.A.-FT. LA
 Account Number : F19990000012
 Phone : (954) 468-1355
 Fax Number : (954) 523-1722

BASIC AMENDMENT**GET GAGA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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*Amended & Restated***Electronic Filing Menu****Corporate Filing****Public Access Help***Amendment**01-11-01**DC*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2001

GET GAGA, INC.
100 N. BISCAYNE BLVD., STE. 1110
NEW WORLD TOWER
MIAMI, FL 33132-2301

SUBJECT: GET GAGA, INC.
REF: P99000084554

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000004303
Letter Number: 601A00001426

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

GET GAGA, INC.

Get Gaga, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 23, 1999.
2. The Amended and Restated Articles of Incorporation have been duly approved by unanimous written consent dated December 25, 2000 of the Board of Directors and the shareholders in accordance with Sections 607.1006 and 607.1007 of the Act and the number of votes cast were sufficient for approval.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

Article I

Name

The name of the Corporation is Get Gaga, Inc.

Article II

Duration

The Corporation shall have perpetual existence.

Article III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and mailing address of the Corporation shall be:

2115 NE 37th Drive #131
Fort Lauderdale, Florida 33308

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Article V
Capital Stock

1. The number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock with a par value of \$.001 per share and Two Million (2,000,000) shares of Preferred Stock with a par value of \$.001 per share.

2. The Preferred Stock may be issued from time to time in one or more series or classes.

3. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series or classes of Preferred Stock, and the number of shares constituting any such series or classes and the designations thereof, or any of them.

Article VI
Registered Office and Agent

The street address of the registered office of the Corporation is 2115 NE 37th Drive #131, Fort Lauderdale, Florida 33308, and the name of the registered agent of the Corporation at the address is Stephanie Smith. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII
Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time pursuant to and in accordance with the Bylaws but shall never be less than one (1).

Article VIII
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the provisions of the law.

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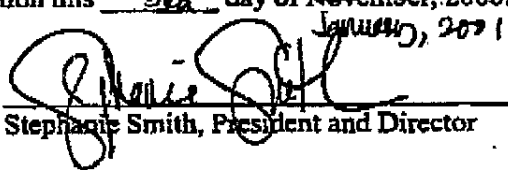
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to the full extent provided by law.

Article IX
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, for the purpose of Amending and Restating the Articles of Incorporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 3rd day of ~~November, 2000~~ January, 2001.


Stephanie Smith, President and Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Get Gaga, Inc., a Florida corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, I, on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT


Stephanie Smith

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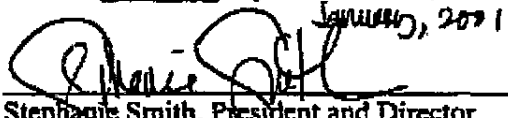
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Stephanie Smith, President and Director

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REGISTERED AGENT

Stephanie Smith