



THE UNITED STATES
CORPORATION
COMPANY

S20562

ACCOUNT NO. : 072100000032

REFERENCE : 350114 4311247

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 35.00

ORDER DATE : April 30, 1997

ORDER TIME : 1:34 PM

ORDER NO. : 350114-010

CUSTOMER NO: 4311247

400002162644--1

CUSTOMER: Marian Gustafson, Legal Asst
Hertzog, Calamari & Gleason
100 Park Avenue

New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: AI*SOFT, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: PAULA KENDRICK

EXAMINER'S INITIALS

*D.K.
per
Lyn Turley*

FILED
97 MAY -1 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAY -1 PM 3:52
TALLAHASSEE, FLORIDA

*Restated
Articles*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 2, 1997

CSC
PAULA
TALLAHASSEE, FL

SUBJECT: AI*SOFT, INC.
Ref. Number: S20562

RESUBMIT

Please give original
submission date as file date.

We have received your document for AI*SOFT, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

specific

The date of adoption of each amendment must be included in the document.

* Numbers four and five of the certificate refer to a voting group approving the Amended and Restated Articles of Incorporation; who makes up this voting group? The document must specifically state that the shareholders approved the amendments set forth within the Amended and Restated Articles 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 697A00023054

RECEIVED
97 MAY -2 PM 4:21
DIVISION OF CORPORATION

* no change made

ARTICLES OF RESTATEMENT

OF

ai*soft, inc.

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation, as heretofore amended.

1. The name of the Corporation is ai*soft, inc.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Amended and Restated Articles of Incorporation) contains an amendment to the Articles of Incorporation requiring shareholder approval.

2. The following Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof:

(a) Article II - Principal Office has been added and the following Articles renumbered;

(b) Article III - Duration has been renumbered as Article IV and amended;

(c) Article IV - Capital Stock has been renumbered as Article V and amended to increase the number of authorized shares of the Corporation from 500 shares to 30,000,000 shares, and to establish a new class of preferred stock in addition to the class of common stock, as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof;

(d) Article V - Board of Directors has been renumbered as Article VI and amended;

(e) Articles VI - Incorporator, VII - By-Laws, VIII - Amendment and IX - Assets have been deleted and Article VII - Special Meetings of Shareholders and Article VIII - Affiliated Transactions have been added;

(f) Article X - Registered Agent has been amended (a new registered agent having been named) and renumbered as Article IX;

(g) Article XI - Additional Corporate Powers has been deleted.

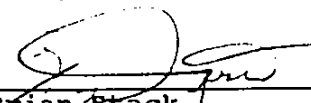
3. The date of adoption of the aforesaid Amended and Restated Articles of Incorporation was April 28, 1997.

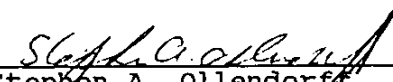
4. Only one voting group was entitled to vote on the said Amended and Restated Articles of Incorporation.

5. The number of votes cast for the Amended and Restated Articles of Incorporation by the said voting group was sufficient for the approval thereof.

Executed on April 29, 1997.

ai*soft, inc.

By: 
Brian Stack
President

By: 
Stephen A. Ollendorff,
Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ai*soft, inc.

FILED

97 MAY -1 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation formed hereunder will be
ai*soft, inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the
Corporation is 8000 Governors Square Blvd., Suite 206, Miami,
Florida 33016-6201.

ARTICLE III
PURPOSE

The purpose of the Corporation created hereunder
shall be to engage and transact any and all business permitted
under the laws of the United States of America and the State
of Florida.

ARTICLE IV
DURATION

The Corporation created hereunder shall continue as
a separate entity, independent of its members, for all
purposes, for a period that shall be perpetual or until
dissolved in accordance with the provisions of the Florida
Business Corporation Act. On dissolution of the Corporation
created hereunder, the corporate property and assets shall,
after payment of all debts of the Corporation, be distributed
to the shareholders pro rata, subject to any preferential
rights thereof, each shareholder to participate in the
distribution in direct proportion to the number of shares held
by him.

ARTICLE V
CAPITAL STOCK

The total number of shares of capital stock which
the Corporation is authorized to issue is thirty million
(30,000,000), of which twenty million (20,000,000) shares are
common stock, par value \$.001 per share ("Common Stock"), and
ten million (10,000,000) shares are preferred stock, par value
\$.01 per share ("Preferred Stock").

1. The Preferred Stock may be issued from time to time in one or more series or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

(a) the number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;

(b) the dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;

(c) the right, if any of the corporation to redeem shares of such series or class and the terms and conditions of such redemption;

(d) the rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;

(e) the voting power, if any, for such series or class and the terms and conditions under which such voting power may be exercised;

(f) the obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;

(g) the terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(h) any other rights, preferences or limitations of the shares of such series or class.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time as determined in accordance with the By-Laws of the Corporation but shall never be less than one.

ARTICLE VII
SPECIAL MEETINGS OF SHAREHOLDERS

A special meeting of the shareholders may be called to conduct such business of the Corporation as determined in accordance with the By-Laws of the Corporation (i) at any time by the Chairman, President, or the Board of Directors, or any officer instructed by the Board of Directors or the President to call the meeting, and (ii) by the President or a Vice President upon the written request of shareholders holding not less than fifty (50%) percent of the outstanding shares of Common Stock of the Corporation pursuant to Section 607.0702 of the Florida Business Corporation Act.

ARTICLE VIII
AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

ARTICLE IX
REGISTERED AGENT

The Registered Agent of this Corporation is Corporation Service Company, whose street address in the State of Florida is c/o Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301.

The written acceptance of the said registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and made a part of these Amended and Restated Articles of Incorporation.

Signed on April 29, 1997

ai*soft, inc.

By: 

Brian Stack, President

By: 

Stephen A. Ollendorff,
Secretary

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By

Name:

Title:

VICKI SCHREIBER

ASSISTANT VICE PRESIDENT

Date:

4/30/97