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DIVISION OF CORPORATIONS

BASIC AMENDMENT

TALLARD TECHNOLOGIES, INC.

Certificate of Status	0
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Amended & Registered

Art.

10/21/03

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FLORIDA DEPARTMENT OF STATE

Glenda B. Hood
Secretary of State

October 21, 2003

TALLARD TECHNOLOGIES, INC.
1935 NW 87TH AVE
MIAMI, FL 33172US

SUBJECT: TALLARD TECHNOLOGIES, INC.
REF: S73511

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 current name of the entity is as referenced above. Please correct your document accordingly.

The name is incorrect on the last page of the document. It states certificate of registered agent of TALARD TECHNOLOGIES, INC. The name should have two L'S.

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

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Darlene Connell
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FAX Aud. #: H03000299136
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Darlene Connell
Document Specialist

FAX Aud. #: H03000299136
Letter Number: 203A00057051

Fax Audit No. H03000299136 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TALLARD TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, Tallard Technologies, Inc. hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation is **TALLARD TECHNOLOGIES, INC.**

ARTICLE II

DURATION OF CORPORATE EXISTENCE

The corporation shall exist perpetually.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai

FL Bar #: 122154

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

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ARTICLE IV**CAPITAL STOCK**

The corporation shall be authorized to issue 10,000 shares of common stock, par value of \$1.00 per share; Holders of shares of Common Stock do not have preemptive rights to subscribe to the Corporation's securities. Except as herein stated, the shareholders of the corporation shall have the right to purchase ratably according to their respective holding any shares of the corporation hereafter issued and any securities exchangeable for, or convertible into, such shares, and any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. The board of directors of the corporation shall have the power to prescribe a reasonable period to time within which the foregoing right to purchase must be exercised.

ARTICLE V**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.


ARTICLE VI**REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent of this corporation are:

Humberto Gonzalez
1935 N.W. 87th Avenue
Miami, Fl. 33172

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 26th day of September, 2003 by its duly authorized officers.

TALLARD TECHNOLOGIES, INC.

By: 
Name: Humberto Gonzalez
Title: President

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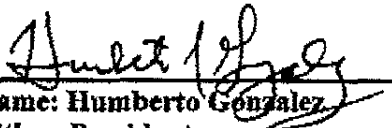
**CERTIFICATE OF THE
PRESIDENT**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Tallard Technologies, Inc. (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the holders of more than a majority of the Corporation's outstanding capital stock by written consent on the 26 day of September 2003, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

TALLARD TECHNOLOGIES, INC.

By: 
Name: Humberto Gonzalez
Title: President

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CERTIFICATE OF REGISTERED AGENT

OF

TALLARD TECHNOLOGIES, INC.


Pursuant to Fla. Stat. §607.0501 the following is submitted:

That **TALLARD TECHNOLOGIES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Humberto Gonzalez, located at 1935 N.W. 87th Avenue, Miami, FL 33172

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 26 day of September, 2003.


Name: Humberto Gonzalez
Title: President

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