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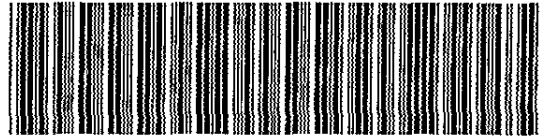
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03 FEB - 6 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN FEB - 6 2003

ARNALDO VÉLEZ, P.A.

ARNALDO VÉLEZ
ATTORNEY AT LAW

35 ALMERIA AVENUE
CORAL GABLES, FL 33134

TELEPHONE: (305) 461-9499
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January 16, 2003


Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: THERMOFLEX, INC., a Florida Corporation

Gentlemen:

Enclosed are is original and one copy of Amended and Restated Articles of Incorporation of Thermoflex, Inc. Our check for \$35.00 is enclosed. Please process the amendment immediately.

Very truly yours,



ARNALDO VÉLEZ

AV/gv
Enclosures



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 24, 2003

ARNALDO VELEZ, P.A.
35 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: THERMOFLEX, INC.
Ref. Number: V65016

We have received your document for THERMOFLEX, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 403A00004535

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THERMOFLEX, INC., A FLORIDA CORPORATION**

FILED
03 FEB -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Thermoflex, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated to read as follows:

Article I. NAME

The name of this corporation is: THERMOFLEX, INC., with its principal office located at 9260 Sunset Drive, Miami, Florida.

Article II. DURATION

This corporation shall have perpetual existence.

Article III. PURPOSE

The corporation may transact and engage itself in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is Four Million (4,000,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. BOARD OF DIRECTORS

This corporation shall have five (5) Directors. However, the number may be increased or decreased as set forth in the by laws that may be adopted from time to time.

However, in no event shall the number of directors be less than one. The names and addresses of the present Directors of the Corporation are:

Oswaldo Moran
12180 S.W. 87 Avenue
Miami, FL 33176

Gisela Moran
12180 S.W. 87 Avenue
Miami, FL 33176

Carol Hays
2455 S.W. 27 Avenue
Miami, FL 33145

Gil Gutierrez
9005 Stratford Lane
Alexandria, VA 22308

Manuel Diner
141 N.E. 3rd Avenue, Suite 601
Miami, FL 33132

Article VI. INCORPORATORS

The name and address of the person signing these restated and amended Articles of Incorporation is:

Oswaldo A. Moran
9260 Sunset Drive, Suite 215
Miami, FL 33173

Article VII. MANAGEMENT OF CORPORATION BY DIRECTORS

Management of the Corporation shall be carried out by the Board of Directors. However, the day to day affairs shall be carried out by the officers of the corporation as identified in the by laws.

Article VII. MEETING BY CONFERENCE TELEPHONE

Shareholders, Officers, and Directors of the Corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article VIII INDEMNIFICATION

The Corporation shall indemnify any Officer, or any former Officer, to the fullest extent permitted by law.

Article IX. PREEMPTIVE RIGHTS

Preemptive rights were given to the Shareholders but were later revoked but their viability was contested. Preemptive rights shall be afforded record shareholders of Thermoflex, Inc., as of November 11, 2002, who have not previously waived such right in writing. Provided however, that the rights shall exist on a limited basis and those shareholders that have not waived their rights in writing shall be entitled to exercise their preemptive rights within twenty four months (24) from the date these articles are filed with the Secretary of State or when notice of this right is sent by mail to such shareholders of record, but in not event no later than January 31, 2006. Thereafter, no shareholder shall have any preemptive rights.

ARTICLE X. REGISTERED AGENT

The name of the registered agent, and the street address of the registered office of the corporation is: Osvaldo Moran, 9260 Sunset Drive, Suite 215, Miami, Florida 33173.

ARTICLE XI. AMENDMENT

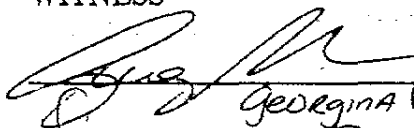
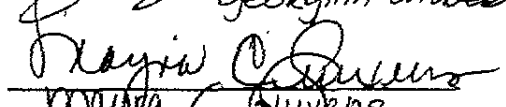
Amendments to the Articles of Incorporation may be proposed by any member of the Corporation and shall be adopted upon a majority vote of the shareholders.


The foregoing amendments and restated articles were adopted by a majority of the shareholders at a meeting specially called for that purpose on January 6, 2003 following their earlier recommendation by the board of directors , and the number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

Incorporation this 06 day of January, 2003.

WITNESS


Georgina Valdes

Maria C. Guivens


Osvaldo A. Moran, President

STATE OF FLORIDA)

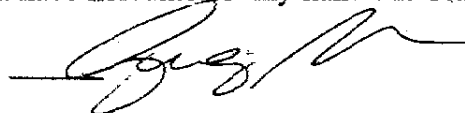
) ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Osvaldo A. Moran, as President of Thermoflex, Inc., to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to the assembly before me that he executed such instrument and that foregoing amendments and restated articles were adopted by a majority of the shareholders at a meeting specially called for that purpose on January 6, 2003 following their earlier recommendation by the board of directors.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 06 day of January, 2003.

 Georgina Valdes
My Commission DD019305
State of Florida Expires: April 19, 2005


Notary Public, State of Florida
My commission expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.


Osvaldo A. Moran