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JOHNSON BLAKELY

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FLORIDA DIVISION OF CORPORATIONS

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: KRISTEN DECLEENE

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: U.S. TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000006577

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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Amended
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Art.
4/8/98
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04/07/98 TUE 15:00 FAX 18134418617

JOHNSON BLAKELY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1998

U.S. TECHNOLOGIES, INC.
8160 WOODLAND CIRCLE BOULEVARD
TAMPA, FL 33614US

SUBJECT: U.S. TECHNOLOGIES, INC.
REF: V69910

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document is illegible and not suitable for imaging.

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. #: H98000006577
Letter Number: 198A00018561

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
U.S. TECHNOLOGIES, INC.**

The undersigned, as Secretary of U.S. TECHNOLOGIES, INC., a Florida corporation, does hereby certify that the following Amended and Restated Articles of Incorporation were adopted unanimously in a Special Action by Written Consent of the sole shareholder and the Board of Directors of the Corporation on the 26th day of March, 1998. The number of votes cast by the sole shareholder for the Amended and Restated Articles of Incorporation set forth herein was sufficient for approval. The Amended and Restated Articles of Incorporation set forth herein supersede in their entirety the prior Articles of Incorporation filed on October 5, 1992, Document No. V69910.

Article I - Name

The name of the corporation is U.S. TECHNOLOGIES, INC.

Article II - Duration

The duration of the corporation shall be perpetual.

Article III - Purpose

The corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

Article IV - Capital Stock

The corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock. Each share has one (1) vote.

Article V - Corporation's Principal Office

The principal office and mailing address of the corporation is 8160 Woodland Center Boulevard, Tampa, Florida 33614.

Article VI - Registered Office and Agent

The address of the registered office for the corporation is 8160 Woodland Center Boulevard, Tampa, Florida 33614 and the name of the registered agent for the corporation is PETER S. STEELE.

Prepared by:
MICHAEL T. CRONIN, Esquire
Johnson, Blakely, Pope, Bokor, Ruppel & Burns P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 0469841

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TALLAHASSEE, FLORIDA

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Article VII - Board of Directors

The corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the bylaws, but the number of directors shall never be less than one (1). The current director is:

Peter S. Steele, 8160 Woodland Center Blvd., Tampa, Florida 33614

Article VIII - Affiliated Transactions and Control Share Acquisitions Opt-Out

The corporation elects to opt-out of the requirements regarding transactions with affiliated parties set forth in Section 607.0901, *Florida Statutes*, and the control-share acquisition restrictions and the control-share voting requirements set forth in Section 607.0902, *Florida Statutes*. The requirements of Section 607.0901, *Florida Statutes*, regarding transactions with affiliated parties, and the restrictions and requirements of Section 607.0902, *Florida Statutes*, regarding control-share acquisitions of shares of the corporations, shall not be applicable to this corporation.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law as now or hereafter in effect.

Article X - Amendment

These Articles may be amended as permitted by the bylaws of the corporation or by applicable law. Any required shareholder approval for any amendment shall be effective upon the affirmative vote of of fifty-one percent (51%) of the issued and outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned Secretary of U.S. TECHNOLOGIES, INC. has executed these Amended and Restated Articles of Incorporation this 26th day of March, 1998.

U.S. TECHNOLOGIES, INC.,
a Florida corporation

By:


John Caddigan
Secretary

04/08/98 WED 10:46 FAX 18134418617
03/25/98 WED 16:05 FAX 18134418617

JOHNSON BLAKELY
JOHNSON BLAKELY

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Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated 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 am familiar with and accept the obligations of my position as registered agent.

Dated: March 26, 1998


Peter S. Steele, Registered Agent

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