

FILED EFFECTIVE

ARTICLES OF RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF
PCS EDVENTURES!.COM, INC.

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SECRETARY OF STATE
STATE OF IDAHO

For the purpose of amending and restating the Articles of Incorporation of PCS Edventures!.COM, Inc. ("**Corporation**") and all amendments thereto pursuant to Idaho Code §§ 30-1-1005 and 30-1-1007, the undersigned hereby certify that:

1. The name of the Corporation is PCS Edventures!.COM, Inc.
2. The text of the Amended and Restated Articles of Incorporation ("**Restated Articles**"), including the text of each of the amendments described in Paragraph 3 below, is attached.
3. The Restated Articles consolidate into a single document all amendments to the Corporation's Articles of Incorporation including the following amendments which were duly approved and adopted by the Corporation's Board of Directors as of June 6, 2006, without vote of the Corporation's shareholders, in accordance with Idaho Code § 30-1-1005, which provides that shareholder approval of such amendments is not required:
 - a. Deletion of Article II, which set forth the name and address of the of the initial director.
 - b. Deletion of Article IV, which set forth the name and address of the initial registered agent and the address of the initial registered office.

DATED as of June 6, 2006.

PCS EDVENTURES!.COM, INC.

By: Anthony A. Maher
Anthony A. Maher, President

By: Donald J. Farley
Donald J. Farley, Secretary

IDAHO SECRETARY OF STATE
06/08/2006 05:00
CK: 103572 CT: 20522 BH: 959032
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PCS EDVENTURES!.COM, INC.**

Article I

The name of the corporation is PCS Edventures!.COM, Inc.; and its duration shall be perpetual.

Article II

[Deleted]

Article III

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

Article IV

[Deleted]

Article V

The aggregate number of shares that this corporation shall have authority to issue shall be 50,000,000 shares at no par value.

5.1 Common Stock. Of the shares of the capital stock herein authorized, 40,000,000 shares shall be designated as Common Stock. Each outstanding share of Common Stock shall be entitle to one (1) vote on each matter submitted to a vote in a meeting of the shareholders. Votes may not be cumulative. Holders of Common Stock shall have no preemptive rights.

5.2 Convertible Preferred Stock. Of the shares of capital stock herein authorized, 10,000,000 shares shall be designated as Convertible Preferred Stock. Each outstanding share of Convertible Preferred Stock shall be entitle to one (1) vote on each matter submitted to a vote in a meeting of the shareholders. Votes may not be cumulative. Holder of Convertible Preferred Stock shall have not preemptive rights. Holders of Convertible Preferred Stock are entitle to receive a ten percent (10%) cumulative, non-cash dividend per year. The Convertible Preferred Stock shall be convertible at any time to Common Stock of the corporation at a strike price per Common Share of twenty-five cents (\$.25). The holders of the Convertible Preferred Stock at conversion shall receive a twenty percent (20%) discount rate off the price per share of the Common Stock. The corporation may convert all Convertible Preferred Stock to Common Stock if the average bidding price of Common Stock is equal to or exceeds fifty cents (\$.50) in a thirty (30) day trading period. The Convertible Preferred Stock in the corporation shall have no liquidation preference.

Article VI

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

Article VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Donald J. Farley	702 W. Idaho Street, Suite 700 Boise, Idaho 83702