

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SEMPO, INC.

SEMPO, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is SEMPO, Inc.
2. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was April 3, 2003.
3. This Amended and Restated Certificate of Incorporation restated and integrates and further amends the Certificate of Incorporation of the corporation as herein set forth in full:

ARTICLE I

The name of the corporation (hereinafter, the "*Corporation*") is SEMPO, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is 9 East Lookerman Street, Suite 1B in the City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The specific purpose of this Corporation is to develop, promote and advance the search engine marketing services industry. The Corporation is organized under Section 501(c)(6) of the Internal Revenue Code, is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV

The Corporation is not authorized to issue capital stock. The conditions of membership of the Corporation shall be stated in the Bylaws of the Corporation.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

ARTICLE VI

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The members shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article VII by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

ARTICLE VIII

The Corporation reserves the right to amend or repeal any of the provisions contained in this Amended and Restated Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the members of the Corporation are granted subject to this reservation.

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4. This Amended and Restated Certificate of Incorporation has been duly adopted by a majority of the members of the Board of Directors of the Corporation in accordance with the applicable provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been by executed by the President of the Corporation this ____ day of October, 2004.

Barbara Coll, President.