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DEVCON INTERNATIONAL CORP.

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Amended And Restated
Art

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The amendments contained in these Amended and Restated Articles of Incorporation required shareholder approval and have been approved by the Directors of the Corporation on August 14, 2009, and adopted by all of the Shareholders owning preferred and common shares on August 28, 2009. There were two voting groups, holders of preferred shares and holders of common shares, entitled to vote on the amendments. The number of votes cast for said amendments by said voting groups was sufficient for approval by those voting groups.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEVCON INTERNATIONAL CORP.**

ARTICLE I

The name of the corporation is Devcon International Corp. (hereinafter the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, in the City of Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, with a par value of \$0.0001 per share.

ARTICLE V

The address of the Corporation's principal office and mailing address is 3880 North 28th Terrace, Hollywood, Florida 33020.

ARTICLE VI

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 30th day of September, 2009.

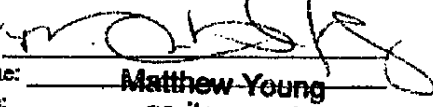


Robert C. Farenhem
President and Chief Executive Officer

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, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Corporation Service Company is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

CORPORATION SERVICE COMPANY

By: 
Name: Matthew Young
Title: as its agent

Date: September 30, 2009