

196169

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SUNAIR SERVICES CORPORATION

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNAIR SERVICES CORPORATION,
a Florida Corporation**

The Articles of Incorporation of SUNAIR SERVICES CORPORATION, originally filed with the Secretary of State of the State of Florida on September 20, 1956 under document number 196169, are hereby amended and restated in their entirety as follows.

ARTICLE I

NAME

The name of the corporation is **SUNAIR SERVICES CORPORATION.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The purpose or purposes of the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended from time to time.

ARTICLE III

AUTHORIZED STOCK

1. **Authorized Stock.** The total number of shares which the corporation is authorized to issue is one hundred and eight million (108,000,000) shares, of which one hundred million (100,000,000) shares shall be common stock, par value \$0.10 per share ("Common Stock"), and eight million (8,000,000) shares shall be preferred stock, no par value per share (the "Preferred Stock").

2. **Common Stock.** Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Incorporation, as amended from time to time, and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

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3. Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

- (a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
- (d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation;
- (e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights,
- (f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
- (g) any other relative rights, preferences and limitations of that series.

ARTICLE IV

DURATION

The corporation shall have a perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business of the corporation shall be in the State of Florida or such other location as determined by the Board of Directors of the corporation, and the corporation shall have full right and authority to have and maintain branch offices and places of business in such cities and counties throughout the State of Florida and other states and foreign countries as may at any time be decided upon by the Board of Directors.

ARTICLE VI

DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than eleven (11) members, as designated from time to time in accordance with the bylaws of the corporation. Directors of the corporation need not be shareholders.

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The members of the Board of Directors shall be elected by the shareholders of the corporation at its first meeting of its shareholders, to hold office for a period of one year, and thereafter elected annually at its annual meeting of its shareholders, which shall be held at such time and place as set forth in the bylaws of the corporation.

ARTICLE VII

BYLAWS

The corporation shall have full right, power and authority to make such bylaws for the regulation of its business and conduct, and also relative to limiting and regulating the powers of its respective officers; provided, however, that such limitations or regulations shall not be in conflict with or contrary to any of the laws of the State of Florida, and also relative to the manner and method of the transfer of stock certificates to be issued by the corporation.

ARTICLE VIII

INDEMNIFICATION

To the fullest extent permitted by law and the bylaws of the corporation, the corporation shall indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or any predecessor to the corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the corporation or any predecessor to the corporation.

Neither any amendment or repeal of any this ARTICLE VIII, nor the adoption of any provision inconsistent with this ARTICLE VIII, shall eliminate or reduce the effect of this ARTICLE VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

The foregoing Amended and Restated Articles of Incorporation were adopted by the board of directors of the corporation and recommended and submitted to the shareholders of the corporation for their approval at the annual meeting of shareholders. The holders of a majority of the issued and outstanding shares of common stock of the corporation approved the Amended and Restated Articles of Incorporation at the annual meeting of shareholders held on February 13, 2006, with the number of votes cast for the amendments being sufficient for approval in accordance with the applicable provisions of the Florida Business Corporation Act.

(Signature Page Follows)

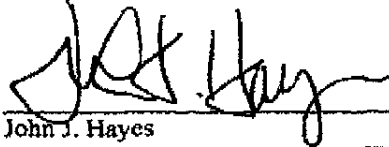
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IN WITNESS WHEREOF, the undersigned duly authorized officer of the corporation has executed these Amended and Restated Articles of Incorporation as of this 14 day of February, 2006.



John J. Hayes
President and Chief Executive Officer

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