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**BASIC AMENDMENT**

**OROPEZA HOLDINGS, INC.**

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Amended + Restated  
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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**OROPEZA HOLDINGS, INC.**

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The Articles of Incorporation of Oropeza Holdings, Inc., a Florida corporation, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is Oropeza Holdings, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation and the mailing address of the Corporation is 2091 Sprint Boulevard, Apopka, Florida 32703.

**ARTICLE III**  
**AUTHORIZED SHARES**

1. Number and Classes of Shares Authorized. The total number of shares of capital stock which the Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares Common Stock having a par value of one cent (\$.01) per share.

2. Voting Rights of Common Stock. The Common Stock shall possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held.

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3. No Liquidation Preference Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the Common Stock, *pro rata*, on a per share basis without any preference to the holders.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his *pro rata* or any other share of such stock at the same price at which it is offered to others or any other price.

5. No Reissuance of Voting Class A Preferred Stock or Nonvoting Class B Preferred Stock. All shares of the Voting Class A Preferred or Nonvoting Class B Preferred Stock, previously authorized and/or issued by the Corporation, have been acquired by the Corporation by reason of redemption, purchase or conversion, and all such shares have been canceled and retired, none of such shares remain outstanding and authorization of such shares is no longer necessary.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is 1260 McNeil Woods Place, Altamonte Springs, Florida, and the name of its registered agent at such office is Richard J. Cieslak.

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**ARTICLE V**  
**BOARD OF DIRECTORS**

The Corporation's board of directors shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

The foregoing Amended and Restated Articles of Incorporation were adopted in accordance with the applicable provisions of the Florida Business Corporation Act by the written consent of the board of directors and the written consent of a majority in interest of the shareholders of the Corporation dated as of June 14, 2004; such written consent represents a sufficient number of votes cast for such amendment necessary for the approval thereof.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 14 day of June, 2004.

  
Frank C. Oropeza, President