

L31426

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Corporation(s) Name

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*Senercomm, Inc*

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*Thank You!*

SECOND RESTATED ARTICLES OF INCORPORATION

of

SENERCOMM, INC.

Corp. No. L31426

Incorporated on November 20, 1989

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State of the State of Florida:

Pursuant to the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation, as heretofore amended, as set forth below:

1. The name of the Corporation is: **SENERCOMM, INC.**
2. The address of the Corporation's current registered office in the State of Florida:  
  
**3930 RCA Blvd., #3004  
Palm Beach Gardens, Florida 33410**
3. This Second Restated Articles of Incorporation of Senercomm, Inc. shall be effective upon filing with the Department of State of the State of Florida.
4. The maximum number of shares of the Corporation's Common Stock authorized shall be: **100,000 shares, without par value**
5. In accordance with Section 607.0831 of the Florida Business Corporation Act of 1989 (the "Act"), no director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding appropriate corporate management or policy, by a director, unless:
  - (a) The director breached or failed to perform his or her duties as a director; and
  - (b) The director's breach of, or failure to perform, those duties constitutes:
    1. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
    2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
    3. A circumstance under which the liability provisions Section 607.0834 of the Act are applicable;
    4. In a proceeding by or in the right of the corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard for the best interest of corporation, or willful misconduct; or

5. In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

In the event the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal, modification or adoption of any provision of this Second Restated Articles of Incorporation inconsistent with this Article 5 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification or adoption.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Second Restated Articles of Incorporation of Senercomm, Inc. to be signed by a duly authorized officer thereof this 24<sup>th</sup> day of January, 2000.

Senercomm, Inc.

By: \_\_\_\_\_

  
Clunet R. Lewis, Secretary

CERTIFICATE  
to the  
SECOND RESTATED ARTICLES OF INCORPORATION  
of  
SENERCOMM, INC.

It is hereby certified that:

1. The annexed Second Restated Articles of Incorporation of Senercomm, Inc. contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles 4 and 5 of the Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Second Restated Articles of Incorporation annexed hereto and made apart hereof.
3. The date of adoption of the aforesaid amendments was January 24, 2000.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement, which was the holders of shares of the Corporation's common stock.
5. The number of votes cast for the said amendments and restatement by the shareholders holding common stock of the Corporation was sufficient for approval thereof.
6. The duly adopted Second Restated Articles of Incorporation supercede the original articles of incorporation, and all amendments, and prior restatements to them.
7. The Second Restated Articles of Incorporation of Senercomm, Inc. shall be effective on filing with the Department of State of the State of Florida.
8. The Florida Department of State may certify the Second Restated Articles of Incorporation of Senercomm, Inc., as the articles of incorporation currently in effect, without including the information set forth on this Certificate.

Executed on: January 24, 2000

SENERCOMM, INC.

By:   
Clunet R. Lewis, Secretary