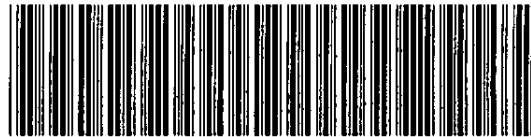


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUN 16 AM 7:14

FILED

LAW OFFICES OF
WILLIAM J. KANANACK
BUSINESS & TECHNOLOGY LAW

1825 RIVERVIEW DRIVE
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595
FACSIMILE (321) 674-3925
wjklaw@wjklaw.com

June 13, 2008

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attention: Amendment Section

Re: STARBOARD TECHNOLOGY OF AMERICA, INC.

To Whom It May Concern:

I have enclosed for processing by the Amendment Section of the Division of Corporations one original and one copy of the First Amended and Restated Articles of Incorporation for the above-referenced corporation. A certificate required by §607.1006 and §607.1007 of the Florida Statutes is also enclosed together with a check made payable to the Florida Department of State in the amount of \$35.00.

Please call me if you have any questions.

Thank you.

Sincerely yours,



William J. Kananack

**STARBOARD TECHNOLOGY OF AMERICA, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION
CERTIFICATE**

FILED

2008 JUN 16 AM 7:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Resolution of the Board of Directors, dated June 11, 2008, Starboard Technology of America, Inc. (the "Corporation"), duly adopted and replaced the Articles of Incorporation, as amended, with the First Amended and Restated Articles of Incorporation. The Corporation, pursuant to Florida Statutes §607.1006 and §607.1007 hereby certifies the following:

1. The Board of Directors of the Corporation adopted the First Amended and Restated Articles of Incorporation on June 11, 2008.

2. The duly adopted First Amended and Restated Articles of Incorporation of the Corporation supersedes the original articles of incorporation and all amendments thereto.

3. Shareholder action was not required to adopt the First Amended and Restated Articles of Incorporation of the Corporation.

Dated: June 11, 2008

STARBOARD TECHNOLOGY OF AMERICA,, INC

By: James E. Pratt, PRES.
James E. Pratt, President/Director

By: Carol Craig
Carol Craig, Director

By: Rubin Slyper
Rubin Slyper, Director

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STARBOARD TECHNOLOGY OF AMERICA, INC.**

The First Restated Articles of Incorporation of Starboard Technology of America, Inc., shall replace in their entirety the Articles of Incorporation and all amendments thereto as are in existence prior to the filing of these First Amended and Restated Articles.

**ARTICLE I
NAME**

The name of the Corporation is Starboard Technology of America, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 410 Stan Drive, Melbourne, FL 32904.

**ARTICLE III
PURPOSE OF CORPORATION**

The general nature of the business transacted by Corporation and the purposes for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by the Board of Directors from time to time including, without limitation, the manufacture, design, construction, ownership, use, purchase, sale or lease, of articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary to the operation of the Corporation.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV
TERM OF EXISTENCE

The original Articles of Incorporation of the Company were filed with the Secretary of State on March 8, 1990. The First Amended and Restated Articles of Incorporation of the Corporation shall take effect as of the date the First Amended and Restated Articles are filed with the Florida Department of State, Division of Corporations. The Company shall have perpetual existence unless dissolved according to law.

ARTICLE V
CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$.001 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these First Restated Articles of Incorporation, as amended, the Bylaws of the Corporation, or the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII
REGISTERED AGENT

The Registered Agent of the Corporation shall be Ruben Slyper, whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 410 Stan Drive, Melbourne, FL 32904.

ARTICLE IX
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have three (3) Directors.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the members of the Board of Directors of the Corporation, to hold office for the next calendar year, or until successors are elected or appointed and have been qualified, are:

<u>Name</u>	<u>Street Address</u>
James E. Pratt	410 Stan Drive Melbourne, FL 32904
Carol Craig	410 Stan Drive Melbourne, FL 32904
Ruben Slyper	410 Stan Drive Melbourne, FL 32904

ARTICLE X

BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI

INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator and Subscriber to the original Articles of Incorporation as of the date of the filing of such Articles of Incorporation with the Secretary of State was as follows:

Name

James E. Pratt

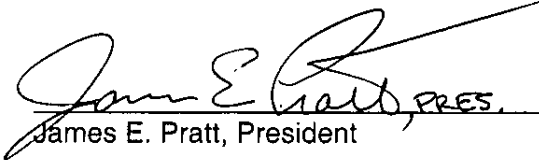
Street Address

555 SW 12th Avenue
Pompano Beach, FL 33069

ARTICLE XIII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these First Amended and Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these First Amended and Restated Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these First Amended and Restated Articles of Incorporation on this 11th day of June, 2008.


James E. Pratt, President