

PO00000095270

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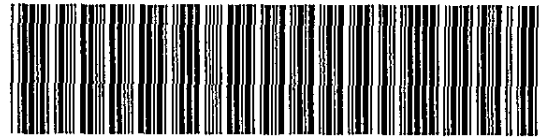
(Business Entity Name)

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03 MAR 31 AM 9:10
SECRETARY OF STATE
ALAHASSEE, FLORIDA

FILED

PO00000095270
3-31-03
7P2 Audit + Robert
* Audit copy



Debra C. Roberts
Direct 513/455-7855 Fax 513/762-7955 E-mail dcr3@gdm.com

February 26, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of NOVUS Communication Technologies, Inc. (Florida Number P0000095270)

Dear Sir or Madam:

I have enclosed the Amended and Restated Articles of Incorporation (the "Amended Articles") of NOVUS Communication Technologies, Inc. (the "Company") to be filed with your office. The Amended Articles are in compliance with FS § 607.1006. Also enclosed is a check in the amount of \$43.75 to cover the \$35.00 filing fee for the Amended Articles and the \$8.75 fee for a certified copy of the Amended Articles.

Please endorse your approval of the Amended Articles for the Company and return the appropriate filing evidence as well as a certified copy of the Amended Articles to my attention at the address listed below.

If you have any questions concerning this matter, please contact me. Thank you for your prompt attention to this matter.

Sincerely,

Debra C. Roberts
Paralegal

Enclosures

cc: Mark H. Longenecker Jr.
Selena M. Tierney

CIN:568064.1



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 6, 2003

DEBRA C. ROBERTS
255 EAST FIFTH STREET
CINCINNATI, OH 46202-4728

SUBJECT: NOVUS COMMUNICATION TECHNOLOGIES, INC.
Ref. Number: P00000095270

We have received your document for NOVUS COMMUNICATION TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 003A00014147



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 18, 2003

DEBRA C. ROBERTS
2800 CHEMED CENTER (2ND)
255 EAST FIFTH STREET
CINCINNATI, OH 46202-4728

SUBJECT: NOVUS COMMUNICATION TECHNOLOGIES, INC.
Ref. Number: P00000095270

We have received your document for NOVUS COMMUNICATION TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 003A00014147



Debra C. Roberts
Direct 513/455-7655 Fax 513/762-7955 E-mail der3@gdm.com

March 27, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Carol Mustain
409 East Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of NOVUS Communication Technologies, Inc. (Florida Number P0000095270)

Dear Ms. Mustain:

I have enclosed the revised Amended and Restated Articles of Incorporation of NOVUS Communication Technologies, Inc. ("Amended Articles") pursuant to your letter dated March 18, 2003 (copy enclosed) and our phone conversation March 24th. Please note that the date of shareholder approval has been added to Section 11.1 of the Amended Articles.

Please endorse your approval of the Amended Articles for the Company and return the appropriate filing evidence as well as a certified copy of the Amended Articles to my attention at the address listed below.

If you have any questions concerning this matter, please contact me. Thank you for your prompt attention to this matter.

Sincerely,

Debra C. Roberts
Paralegal

Enclosures

cc: Mark H. Longenecker Jr.
Selena M. Tierney

CIN:570007.1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NOVUS COMMUNICATION TECHNOLOGIES, INC.**

FILED
03 MAR 31 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to FS § 607.1007, the Articles of Incorporation of Novus Communication Technologies, Inc. filed with the Florida Secretary of State on October 9, 2000 are hereby amended and restated in their entirety and supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

1. NAME OF CORPORATION. The name of the Corporation is Novus Communication Technologies, Inc.

2. PRINCIPAL OFFICE. The principal office of the Corporation is located at 14050 Old Mission Road, Dade City, Florida 33525.

3. AUTHORIZED NUMBER OF SHARES. The total number of shares which the Corporation is authorized to issue is 5,000,000 Common Shares, without par value. The Common Shares shall have one vote per share, shall have all the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to powers, preferences and rights.

4. PREEMPTIVE RIGHTS. The shareholders of the Corporation have no preemptive rights.

5. REGISTERED AGENT. The Corporation's registered agent, CT Corporation System, is located at 1200 South Pine Island Road, Plantation, Florida 33324.

6. INCORPORATOR. The sole incorporator of the Corporation was Jonathan W. Newlon of P.O. Box 2039, Dade City, Florida 33526.

7. DIRECTORS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time, subject to the applicable provisions of the Florida Statutes and the Corporation's Bylaws.

8. DISTRIBUTIONS AND REDEMPTIONS. The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to cause the Corporation to make distributions, from time to time, to the Corporation's shareholders.

9. ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders, (b)

for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, (c) for any vote for or assent to an unlawful distribution to shareholders as prohibited under FS 607.0834 or (d) for any transaction from which the director derived an improper personal benefit. This Section 10 shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators.

10. GENERAL.

10.1 Amendment. The Articles may be amended in the manner provided by law.

10.2 Captions; Section References. Section titles or captions contained in these Articles are inserted only as a matter of convenience and reference, and in no way define, limit, extend or describe the scope of these Articles, or the intent of any provision hereof. All references herein to Sections shall refer to Sections of these Articles unless the context clearly requires otherwise.

10.3 Severability. If any provision of these Articles, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles that can be given effect without the invalid provision or application, and, to this end, the provisions of these Articles are severable.

11. ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION.

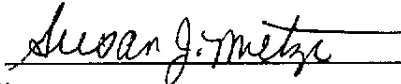
11.1 Shareholder Approval. These Amended and Restated Articles require shareholder approval and were approved by the shareholders of the Corporation on February 26, 2003. The number of votes cast were sufficient for approval.

11.2 Effective Date. These Amended and Restated Articles of Incorporation shall be effective when filed with the Florida Secretary of State.

By: 
JENNIFER JOPLIN, Secretary

Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

By: 
Title: _____

Susan J. Metz
Assistant Secretary