

07/22/2013

1233 Driver, McAfee, Peek & Hawthorne

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Division of Corporations

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THE CSI COMPANIES, INC.

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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CSI COMPANIES, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of The CSI Companies, Inc. are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is The CSI Companies, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are

9995 North Gate Parkway, Suite 100
Jacksonville, Florida 32246

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually. These Fourth Amended and Restated Articles of Incorporation shall be effective on the date of filing with the Florida Department of State.

ARTICLE V - AUTHORIZED SHARES

The Corporation shall have authority to issue not more than one thousand (1,000) shares of stock, to be designated as Common Stock, with a par value of \$0.01 per share. The Common Stock shall have all voting rights under the Florida Business Corporation Act (the "Act") and shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
(904) 301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

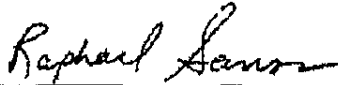
(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE X - MEETINGS

Any action required or permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote if (i) one or more written consents setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and (ii) such written consents are filed in the minutes of the proceedings of the Shareholders.

The undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Florida, has executed these Fourth Amended and Restated Articles of Incorporation.

THE CSI COMPANIES, INC.

By: 

Raphael Sanson, Chief Executive Officer

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CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Fourth Amended and Restated Articles of Incorporation were adopted and approved, and their filing authorized, by written consent of the Corporation's Board of Directors pursuant to Section 607.0821, Florida Statutes, and by written consent of the Corporation's shareholders pursuant to Section 607.0704, Florida Statutes, on July 19, 2013.

THE CSI COMPANIES, INC.

By: Raphael Sanson
Raphael Sanson, Chief Executive Officer

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Fourth Amended and Restated Articles of Incorporation, and to comply with the provisions of the Act, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

CONTEGA BUSINESS SERVICES, LLC

By: Matthew S. McAfee
Print Name: Matthew S. McAfee
Title: Executive Vice President

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