

P97000052883

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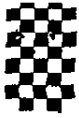
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*Amended & Restated Art*



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March 29, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JET INDUSTRIES, INC.  
\*SAMUEL G. RUBENSTEIN  
100 WILSON BLVD., STE. 3000  
ARLINGTON, VA 22209

SUBJECT: JET INDUSTRIES, INC.  
REF: P97000052883

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

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.

The date of adoption of each amendment must be included in the document.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
JET INDUSTRIES, INC.

Jet Industries, Inc., a corporation organized and existing under and by virtue of the provisions of the Business Corporation Act of Florida, hereby certifies as follows:

A. The name of the corporation is Jet Industries, Inc. The corporation was originally incorporated under the same name and the original Articles of Incorporation of the corporation was filed with the Secretary of State of the State of Florida on June 16, 1997, such Articles of Incorporation were amended and restated as of September 13, 2006 and again amended and restated December 28, 2006.

B. These Third Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Business Corporation Act of Florida by the Board of Directors and Shareholders.

C. Pursuant to Sections 607.0120, 607.1003 and 607.1007 of the Business Corporation Act of Florida, these Third Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Second Amended and Restated Articles of Incorporation of this corporation.

FIRST: The name of the Corporation is Jet Industries, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Florida is

1201 Hays Street  
Tallahassee, FL 32301  
Leon County

The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 200,000 shares of which:

100,000 shares shall be shares of common stock, par value \$0.01 per share (the "Common Stock"); and

100,000 shares shall be shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

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## PART A. COMMON STOCK.

1. Dividends. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of Common Stock.

2. Voting Rights. At every annual or special meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his name on the books of the Corporation; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to these Third Amended and Restated Articles of Incorporation (including, without limitation, any articles of amendment relating to any class or series of Preferred Stock) that relates solely to the terms of one or more outstanding classes or series of Preferred Stock if the holders of any such affected classes or series are entitled, either separately or together as a class with the holders of one or more other such class or series, to vote thereon by law or pursuant to these Third Amended and Restated Articles of Incorporation (including, without limitation, any articles of amendment relating to any class or series of Preferred Stock). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote, without the separate vote of the holders of the Common Stock as a class.

3. Liquidation, Dissolution, or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, if any, and subject to the rights and preferences of the holders of any shares of Preferred Stock, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the assets of the Corporation available for distribution to the holders of the Corporation's capital stock.

## PART B. PREFERRED STOCK.

1. General. The Preferred Stock shall be divided into series. The first series shall be designated "Series A Preferred Stock" and shall consist of 33,175.56 shares of Preferred Stock, par value \$.01 per share (the "Series A Preferred Stock"). The remaining 66,824.44 shares of Preferred Stock shall be undesignated, and may be divided into series and issued from time to time, with such rights, designations, preferences, voting powers (or no voting powers), relative, participating, optional, or other special rights and privileges and such qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the Board of Directors to create such series, and an articles of amendment of said resolution or resolutions shall be filed in accordance with the Florida Business Corporations Act. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote, without the separate vote of the holders of the Preferred Stock as a class.

2. Series A Preferred Stock. The powers, rights, preferences, restrictions and other matters relating to the Series A Preferred Stock are as follows:

A. Dividends.

(i) Each Series A Preferred Holder shall be entitled to receive, out of funds legally available therefor: (A) cumulative dividends on the Original Cost of the shares of Series A Preferred Stock owned by such Series A Preferred Holder at the Rate per Annum of 8.0% (subject to appropriate adjustments in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) per share per annum, payable in preference and priority to any payment of any cash dividend on Junior Stock, when and as declared by the Board of Directors (the "Fixed Dividend"), and (B) when and if declared by the Board of Directors, dividends payable either in cash, in property or in shares of Common Stock, equal to the amount of dividends such Series A Preferred Holder would have received had such Series A Preferred Holder held the number of shares of Common Stock to which such shares of Series A Preferred Stock could be converted on the record date for such dividend on such shares of Common Stock or, if no record date for such dividend has been established, on the date of payment of such dividend.

(ii) Such Fixed Dividends shall accrue with respect to each share of Series A Preferred Stock from the date on which such share is issued and outstanding and thereafter shall be deemed to accrue on a quarterly basis whether or not earned or declared and whether or not there exists profits, surplus or other funds legally available for the payment of dividends, and shall be cumulative so that if such dividends on the Series A Preferred Stock shall not have been paid, or declared and set apart for payment, the deficiency shall be fully paid or declared and set apart for payment before any dividend shall be paid or declared or set apart for any Junior Stock and before any purchase, acquisition or redemption of any Junior Stock is made by the Corporation.

(iii) At the option of the Board of Directors, Fixed Dividends may be paid in cash, quarterly in arrears, to the extent that funds are legally available therefor and the payment of such Fixed Dividends does not violate the provisions of any agreement or instrument to which the Corporation is a party. To the extent Fixed Dividends in respect of any share of Series A Preferred Stock are not paid on each March 31, June 30, September 30, and December 31 (each a "Dividend Reference Date"), all Fixed Dividends which have accrued on each share of outstanding Series A Preferred Stock during the period ending on each Dividend Reference Date shall be accumulated and shall remain accumulated and shall compound annually and accrue Fixed Dividends with respect to such share of Series A Preferred Stock until paid in full in cash to the holder thereof, whether or not there are funds legally available for the payment of such Fixed Dividends and whether or not such Fixed Dividends are declared. All Fixed Dividends paid in cash shall be mailed to the holders of record of the Series A Preferred Stock as their names and addresses appear on the share register of the Corporation or at the office of the transfer agent on the corresponding dividend payment date.

B. Liquidation. In the event of any Liquidation of the Corporation, the Series A Preferred Holders shall be entitled to be paid out of the assets of the Corporation legally

available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any other class or series of stock of the Corporation ranking on liquidation prior and in preference to the Series A Preferred Stock, but before any payment shall be made to the holders of Junior Stock by reason of their ownership thereof, an amount equal to the sum of (i) the Liquidation Value per share of Series A Preferred Stock plus any accrued and unpaid dividends, plus (ii) the amount such holders would have received if such holders had converted their shares of Series A Preferred Stock into shares of Common Stock pursuant to Section E hereof immediately prior to such Liquidation, provided, however, that, if in connection with any such Liquidation, the Corporation does not make distributions to the holders of its Common Stock, the amount determined in accordance with this clause (ii) shall be an amount equal to the fair market value of such shares of Common Stock, as determined in good faith by an independent appraiser chosen by the Board of Directors. If upon any such Liquidation of the Corporation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and any class or series of stock ranking on liquidation on a parity with the Series A Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. The Corporation shall give each holder of Series A Preferred Stock at least 15 days' prior written notice of any Liquidation commenced by the Corporation.

C. Voting Rights.

(i) On each matter set forth in paragraph (ii) of this Section C, each Series A Preferred Holder shall have an aggregate number of votes equal to the total number of shares of Series A Preferred Stock held by such Series A Preferred Holder.

(ii) The Corporation shall not, without the affirmative consent or approval of the holders of a majority of the then outstanding shares of Series A Preferred Stock:

(a) in any manner, including by merger, reclassification or otherwise, authorize or designate any new class or series of capital stock or any other securities convertible into, or exchangeable for, equity securities of the Corporation ranking senior or pari passu with the Series A Preferred Stock in right of redemption, liquidation preference, voting or dividends or any increase in the authorized or designated number of any such new class or series;

(b) amend, alter or repeal any provision of the Articles of Incorporation (including by any filing of any Articles of Amendment with the Secretary of State of Florida, by merger, reclassification or otherwise) that alters or changes the voting or other powers, preferences or other special rights, privileges, or restrictions of the Series A Preferred Stock in a manner adverse to the holders of the Series A Preferred Stock;

(c) any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(d) approve or authorize the redemption, repurchase or acquisition by the Corporation or any of its subsidiaries of, or redeem, repurchase or acquire or permit any subsidiary of the Corporation to redeem, repurchase or acquire, any shares of the Junior Stock or any capital stock of any subsidiary of the Corporation, other than the shares of Common Stock repurchased from directors, employees or consultants of the Corporation or any subsidiary or affiliate pursuant to agreements under which the Corporation or such subsidiary has the option or obligation to repurchase such shares upon the occurrence of certain events, including, without limitation, termination of employment or service.

(iii) In addition to the voting rights provided by law and in paragraph (ii) of this Section C, each share of Series A Preferred Stock shall entitle the holder thereof to such number of votes as shall equal the number of shares of Common Stock into which such share of Series A Preferred Stock is then convertible pursuant to Section E herein at the record date for the determination of the stockholders entitled to vote or, if no record date is established, at the date such vote is taken. Subject to the provisions of this paragraph (iii), the holders of Series A Preferred Stock shall be entitled to vote on all matters as to which holders of Common Stock shall be entitled to vote, in the same manner and with the same effect as such holders of Common Stock, voting together with the holders of Common Stock, as one class.

**D. Redemption.**

(i) Unless the provisions of this Section D are waived by the Requisite Series A Preferred Holders, the Corporation shall redeem all of the shares of Series A Preferred Stock then outstanding on the Maturity Date.

(ii) The per share redemption price at which shares of Series A Preferred Stock are to be redeemed pursuant to this Section D shall be the sum of (i) the Liquidation Value per share of Series A Preferred Stock plus any accrued and unpaid dividends, plus (ii) an amount equal to the fair market value of the shares of Common Stock into which such shares of Series A Preferred Stock are convertible pursuant to Section E herein immediately prior to such Liquidation, as determined in good faith by an independent appraiser chosen by the Board of Directors (the "Series A Redemption Price"). To the extent that the Corporation does not have funds legally available to redeem all of the Series A Preferred Stock, the Corporation shall, to the extent of its funds legally available therefor, redeem the Series A Preferred Stock from the Series A Preferred Holders on a pro rata basis based upon the number of shares of Series A Preferred Stock held by each such holder, and all remaining shares of Series A Preferred Stock shall remain outstanding and be redeemed on a pro rata basis based upon the number of shares of Series A Preferred Stock held by each such holder when the Corporation has funds legally available therefor. On and after the payment of the applicable Series A Redemption Price on any date set for redemption (the "Series A Redemption Date") pursuant to this Section D (unless default shall be made by the Corporation in the payment of the applicable Series A Redemption Price, in which event such rights shall be exercisable until such default is cured), all rights in respect of the shares of the Series A Preferred Stock to be redeemed, except the right to receive the applicable Series A Redemption Price, shall cease and terminate, and such shares shall no longer be deemed to be outstanding, whether or not the certificates representing such shares have been received by the Corporation. Any communication or notice relating to redemption given

pursuant to this Section D shall be sent by first-class certified mail, return receipt requested, postage prepaid, to the Series A Preferred Holders, at their respective addresses as the same shall appear on the books of the Corporation, or to the Corporation at the address of its principal, or registered office, as the case may be.

(iii) At any time on or after the Series A Redemption Date, the Series A Preferred Holders shall be entitled to receive the applicable Series A Redemption Price upon actual delivery to the Corporation or its agents of the certificates representing the shares of the Series A Preferred Stock to be redeemed.

(iv) Any redemption payments by the Corporation pursuant to this Section D shall be paid in cash by wire transfer of immediately available funds or bank or cashier's check. Any shares of Series A Preferred Stock which are redeemed or otherwise acquired by the Corporation shall be canceled and shall not be reissued, sold or transferred as Series A Preferred Stock but such shares shall become treasury shares.

E. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Conversion Upon Option of Series A Holder. Each share of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one (as adjusted from time to time pursuant to Section E(iv), the "Conversion Ratio") fully paid and nonassessable share of Common Stock (or any successor security) for each share of Series A Preferred Stock so converted without charge, fee, premium or payment of any kind. The holder of any shares of Series A Preferred Stock may exercise the conversion right pursuant to this paragraph (i) by delivering to the Corporation the certificate for the shares to be converted, duly endorsed or assigned in blank to the Corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock are to be issued.

(ii) Automatic Conversion Upon Majority Vote of the Holders of Series A Preferred Stock.

(a) Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Ratio at the time in effect for such share immediately upon the date specified by written consent or agreement of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting together as a class.

(b) Promptly after the occurrence of the event described in paragraph (ii)(a) of this Section E hereof, the Corporation shall give written notice of the automatic conversion of the shares of Series A Preferred Stock into shares of Common Stock to each holder of record thereof.



(iii) Mechanics of Conversion. The Corporation shall, as soon as practicable after the surrender of shares of Series A Preferred Stock to be converted into Common Stock, duly endorsed, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. Notwithstanding the foregoing, the failure of a holder of Series A Preferred Stock to deliver any certificate or certificates for such shares shall not affect the effectiveness or validity of any conversion of Series A Preferred Stock pursuant to paragraph (ii) of this Section E and, upon the occurrence of the event described in paragraph (ii)(a) of this Section E, the certificates for the shares of Series A Preferred Stock shall be deemed to represent the shares of Common Stock to which such holder shall be entitled hereunder. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion or the agreement or written consent of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which even the person(s) entitled to receive Common Stock upon such conversion of such Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(iv) Conversion Ratio Adjustments for Certain Dilutive Issuances, Splits and Combinations. The Conversion Ratio of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(a) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the date of filing these Third Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Ratio of the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be increased in proportion to such increase of the aggregate number of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents, as determined in accordance with the instruments relating thereto.

(b) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the date of filing these Third Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Ratio for the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(v) No Fractional Shares and Certificate as to Adjustments.

(a) No fractional shares shall be issued upon the conversion of any share or shares of Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(b) Upon the occurrence of each adjustment or readjustment of the Conversion Ratio of the Series A Preferred Stock pursuant to this Section E, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustment and readjustment, (ii) the Conversion Ratio for Series A Preferred Stock at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of the Series A Preferred Stock.

(vi) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock, at least 10 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(vii) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, the Corporation

will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Third Amended and Restated Articles of Incorporation.

(viii) Registrations and Approvals. If any shares of Common Stock which would be issuable upon conversion of Series A Preferred Stock hereunder require registration with or approval of any governmental authority before such shares may be issued upon conversion, the Corporation will in good faith and as expeditiously as possible cause such shares to be duly registered or approved, as the case may be. The Corporation will use commercially reasonable efforts to list the shares of (or depositary shares representing fractional interests in) Common Stock required to be delivered upon conversion of shares of Series A Preferred Stock prior to such delivery upon the principal national securities exchange upon which the outstanding Common Stock is listed at the time of such delivery, if any.

(ix) Taxes. The Corporation shall pay any and all issue or other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock. The Corporation shall not, however, be required to pay any tax which is payable in respect of any transfer involved in the issue or delivery of Common Stock in a name other than that in which the shares of the Series A Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person or entity requesting such issue has paid to the Corporation the amount of such tax, or has established, to the reasonable satisfaction of the Corporation, that such tax has been paid.

F. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the shares of Series A Preferred Stock, dated the date of such lost, stolen, destroyed or mutilated certificate. No Series A Preferred Holder shall be required to provide the Corporation or any Person with an indemnity or surety bond in the case of a lost, stolen or destroyed certificate, but the holder of a mutilated certificate shall only be entitled to a replacement certificate upon presentation of such mutilated certificate.

G. Notices. All notices will be in writing and will be delivered by registered or certified mail, return receipt requested, postage prepaid and will be deemed to have been given when so mailed (i) to the Corporation, at its principal executive offices and (ii) to the holder of the Series A Preferred Stock, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder). Each such notice or other communication shall be treated as effective or having been given when delivered if delivered personally, or, if sent by mail, at the earlier of its receipt or 72 hours after the same has been deposited in a regularly maintained receptacle for the deposit of the United States mail, addressed and postage prepaid as aforesaid.

H. Definitions. As used in Parts A and B of this Article FOURTH, the following capitalized terms have the following meanings:

"Affiliate" means with respect to a specified Person, (a) any Person that directly or indirectly controls, is controlled by, or is under common control with, the specified Person (b) any director, officer, partner or individual holding a similar position in respect of such Person; or (c) as to any natural Person, any Person related by blood, marriage or adoption and any Person owned by such Persons, including without limitation, any spouse, parent, grandparent, aunt, uncle, child, grandchild, sibling, cousin or in-law of such Person. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through ownership of voting securities, by contract or otherwise.

"Change of Control" means the occurrence of any of the following events: (i) a merger, unit exchange or consolidation in which capital stock possessing more than 50% of the total combined voting power of the Corporation's capital stock is transferred to a Person or Persons other than the Persons (or Affiliates of the Persons) who held those securities immediately prior to such transaction, (ii) the acquisition, sale or transfer of more than 50% of the outstanding capital stock of the Corporation to a Person or Persons other than the Persons (or Affiliates of the Persons) who held those securities immediately prior to such transaction, or (iii) the sale or transfer, in one transaction or a series of transactions, of all or substantially all of the assets of the Corporation.

"Conversion Ratio" means the conversion ratio in effect on the date the certificate in respect of any Series A Preferred Stock is surrendered for conversion. The initial Conversion Ratio per share shall be one share of Common Stock for each share of Series A Preferred Stock. Such initial Conversion Ratio shall be subject to adjustment as set forth in Section E(iv) of Section 2 of Part B of ARTICLE FOURTH of these Third Amended and Restated Articles of Incorporation.

"Fully-Diluted Basis" means, when referring to the computation of a percentage of one or more classes of securities held by a Person, the percentage that the number of shares of such class or classes of securities that would be held by such Person after giving effect to the full exercise of any options or warrants, the full conversion of any convertible securities and the full exchange of any exchangeable securities held by such Person, whether or not such warrants, options or convertible or exchangeable securities are then exercisable, convertible or exchangeable, as the case may be, bears to the aggregate number of shares that would be outstanding after giving effect to the full exercise of all warrants or options, the full conversion of any convertible securities and the full exchange of any exchangeable securities held by all Persons, whether or not such warrants, options or convertible or exchangeable securities are then exercisable.

"Junior Stock" means the Common Stock and any other shares of capital stock of the Corporation other than the Series A Preferred Stock and Senior Securities.

**"Liquidation"** means, subject to the provisions of Section 3, any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, or the consummation of a Change of Control.

**"Liquidation Value"** shall mean Original Cost.

**"Maturity Date"** means the earlier of (a) September 7, 2013 or (b) the date of a Liquidation.

**"Original Cost"** means, with respect to each share of Series A Preferred Stock, \$1000.

**"Person"** shall be construed broadly and shall include, without limitation, an individual, a partnership (including a limited liability partnership), a corporation, an association, a joint stock company, a limited liability company, a trust, a joint venture, and an unincorporated organization.

**"Rate per Annum"** means the specified rate per annum computed on the basis of actual days elapsed in a 365-day year.

**"Series A Preferred Holder"** means a Person which is registered as a holder of Series A Preferred Stock on the books of the Corporation.

**"Series A Preferred Stock"** has the meaning ascribed to it in Section 1 of Part B of Article FOURTH of these Third Amended and Restated Articles of Incorporation.

**"Series A Redemption Price"** has the meaning ascribed to it in Section D of Section 2 of Part B of Article FOURTH of these Third Amended and Restated Articles of Incorporation.

**"Series A Requisite Preferred Holders"** means the holders of a majority of the then outstanding shares of Series A Preferred Stock.

**"Senior Securities"** means any shares of capital stock of the Corporation created in compliance with the provisions hereof, which rank senior or prior, or in preference, to the Series A Preferred Stock with respect to dividends or the distribution of the Corporation's assets upon a Liquidation.

**FIFTH:** The name and mailing address of the corporation is as follows: Samuel G. Rubenstein, 1100 Wilson Boulevard, Suite 3000, Arlington, Virginia 22209.

**SIXTH:** The Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors and stockholders of the Corporation, as applicable, shall have the following powers:

(a) The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation within or outside the State of

Florida and at such place or places as may be from time to time designated by the Bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Florida.

(b) Elections of the directors need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.

EIGHTH:

(a) To the maximum extent permitted by Section 607.0831 of the Florida Business Corporation Act, a director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 607.0830 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

(b)(1) Right to Indemnification. Each director and officer of the Corporation who was or is made a party or is threatened to be made a party or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director or officer of the Corporation or in any other capacity while serving as a director or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a director or officer who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that, except as provided in this paragraph (b), the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph (b) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Florida Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is

not entitled to indemnification under this Section or otherwise. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b)(2) Right of Director or Officer to Bring Suit. If the Corporation is required to indemnify under paragraph (b)(1) above and such indemnification is not provided by the Corporation within 30 days after a written notice of a claim has been received by the Corporation, the director or officer may at anytime thereafter bring suit against the Corporation and obtain injunctive relief ordering the Corporation to provide such indemnification or payment of expenses and costs of defending such claim or to recover the unpaid amount of the claim and, if successful in whole or in part, the director or officer shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceedings in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the director or officer has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the Corporation to indemnify the director or officers for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the director or officer has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(b)(3) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final proceeding conferred in this paragraph (b) shall not be exclusive of any other right which person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(b)(4) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such Person against such expense, liability or loss under the Florida Business Corporation Act.

NINTH: No amendment, modification or any other change, directly or indirectly, in any manner with respect to any term or provision of these Third Amended and Restated Articles of Incorporation shall be valid or effective without the approval of the holders of a majority of the then outstanding shares of Common Stock, and the approval of the holders of the Series A Preferred Stock to the extent required pursuant to paragraph (ii) of Section C of Section 2 of Part B of Article FOURTH of these Third Amended and Restated Articles of Incorporation.

TENTH. Notwithstanding any other provision of this section, the articles of incorporation as originally filed or any amendment thereto may limit or eliminate appraisal rights

for any class or series of preferred shares, but any such limitation or elimination contained in an amendment to the articles of incorporation that limits or eliminates appraisal rights for any of such shares that are outstanding immediately prior to the effective date of such amendment or that the corporation is or may be required to issue or sell thereafter pursuant to any conversion, exchange, or other right existing immediately before the effective date of such amendment shall not apply to any corporate action that becomes effective within 1 year of that date if such action would otherwise afford appraisal rights.

**ELEVENTH:** The Corporation shall have perpetual existence.

**TWELVETH:** These Third Amended and Restated Articles of Incorporation of the Corporation as herein amended shall constitute a restatement of and shall supersede the Articles of Incorporation of the Corporation as previously filed.

*[Remainder of Page Intentionally Left Blank; Signature Page Follows]*



IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of March, 2007,  
and I affirm that the foregoing Third Amended and Restated Articles of Incorporation is my act  
and deed and that the facts stated herein are true.



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Dana E. Stern, Vice President and Assistant  
Secretary