P99000054655

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

99 JUL -7 PM 12:40 FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CTC Holding Corp.

900002924899--5
-07/07/99--01042--001
*****87.50 *****43.75

File First

Amend Restated & NC

C. COULLIETTE JUL 07 1999

___ Art of Inc. File___
___ LTD Partnership File___
___ Foreign Corp. File___
___ L.C. File___
___ Fictitious Name File___
___ Trade/Service Mark___
___ Merger File___
✓ Art. of Amend. File___
___ RA Resignation___
___ Dissolution / Withdrawal___
___ Annual Report / Reinstatement___
✓ Cert. Copy___
___ Photo Copy___
___ Certificate of Good Standing___
___ Certificate of Status___
___ Certificate of Fictitious Name___
___ Corp Record Search___
___ Officer Search___
___ Fictitious Search___
___ Fictitious Owner Search___
___ Vehicle Search___
___ Driving Record___
___ UCC 1 or 3 File___
___ UCC 11 Search___
___ UCC 11 Retrieval___
___ Courier___

99 JUL -7 AM 11:01 RECEIVED

Signature

Requested by: LS

7/7/99 9:30

Name Date Time

Walk-In ___ Will Pick Up ___

99 JUL -7 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
CTC HOLDING CORP.
being renamed
CONSTELLATION TECHNOLOGY CORPORATION

The undersigned, in his capacities as the president and a director of CTC Holding Corp. (the "**Corporation**"), has executed these First Amended and Restated Articles of Incorporation ("**these Restated Articles**") as adopted by the Corporation on June 22, 1999, pursuant to the resolutions contained in a unanimous written consent adopted and signed as of June 22, 1999 by all of the directors and shareholders of the Corporation. Such unanimous vote of the shareholders by written consent was sufficient for such approval.

These Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation as filed with the Florida Department of State (the "**Department**") on June 21, 1999 (the "**Initial Articles**"). These Restated Articles are adopted **(i)** to change the name of the Corporation; and **(ii)** to provide a single document, for convenient reference, that incorporates all of the provisions of the Corporation's articles of incorporation, including the change of the name of the Corporation.

I.
Name

The name of the Corporation shall be **Constellation Technology Corporation.**

II.
Term of Existence

The Corporation began its existence on June 21, 1999 with the filing of the Initial Articles with the Department, providing that the Corporation shall have perpetual existence thereafter, which it shall continue to have.

III.
Principal Office

The street address of the initial principal office of the Corporation was and continues to be:

Suite 100
7887 Bryan Dairy Road
Largo, Florida 33777

IV.
Capital Stock

As provided in the Initial Articles, the Corporation shall be authorized to issue one hundred thousand (100,000) shares of common stock having a par value of one cent ($ 0.01) per share.

V.
Initial Registered Office and Agent

The street address of the registered office of the Corporation initially was and continues to be: 7887 Bryan Dairy Road, Suite 100, Largo, Florida 33777. The name of its registered agent at such address initially was and continues to be Peter J. Secola.

VI.
Directors

The Corporation initially had and continues to have three directors. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The names and addresses of the three directors of the Corporation, who shall serve until their successors are duly elected and qualified, initially were and continue to be:

Name	Address
Charles F. Settgast	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777
Peter J. Secola	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777
Dr. William E. Swartz	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777

VII.
Incorporator

The name and address of the incorporator who signed the Initial Articles are:

Name	Address
Charles F. Settgast	Suite 100 7887 Bryan Dairy Road Largo, Florida 33777

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall continue to be vested in the Corporation's Board of Directors, as provided in the Initial Articles.

IX.
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

X.
Amendment

These Restated Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation on July / , 1999.

Charles F. Settgast

Charles F. Settgast
President and a director