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December 10, 1999

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Constellation Technology Corporation

Ladies and Gentlemen:

Enclosed are the following items with respect to our referenced corporate client (the "Corporation"):

1. Two manually signed duplicates of the Second Amended and Restated Articles of Incorporation (the "Second Restated Articles"), which totally supersede all previous articles of incorporation filings for the Corporation.
2. Our law firm check in the amount of \$35, payable to the Florida Department of State, as the filing fee.

Please file and record the Second Restated Articles. Please date-stamp one of the two enclosed duplicates, showing the filing and recording information, and return that copy to me in the enclosed self-addressed return envelope. Please also return the enclosed copy of this letter, date-stamped to reflect your receipt. Thank you for your assistance.

Sincerely,



William R. Paul

WRP/jk
Enclosures
[476149]

Amended & Restated Art.

V. SHEPARD JAN 4 2000

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONSTELLATION TECHNOLOGY CORPORATION**

FILED
99 DEC 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in his capacities as the president and a director of Constellation Technology Corporation (the "**Corporation**"), has executed these Second Amended and Restated Articles of Incorporation ("**these Second Restated Articles**") adopted by the Corporation as of November 17, 1999, pursuant to the resolutions contained in a written consent signed by all of the directors of the Corporation, and approved by the shareholders of the Corporation ("**Shareholders**") at a meeting on December 1, 1999. Shareholders holding a majority of the shares of the Corporation's only class of capital stock voted to approve these Second Restated Articles, and such vote was sufficient for the required shareholder approval.

These Second Restated Articles amend and restate in the entirety the Corporation's First Amended and Restated Articles of Incorporation (the "**First Restated Articles**") as filed with the Florida Department of State (the "**Department**") on July 7, 1999, which changed the name of the Corporation from CTC Holding Corp. to Constellation Technology Corporation and amended and restated in the entirety the Corporation's initial Articles of Incorporation as filed with the Department on June 16, 1999 (the "**Initial Articles**").

These Second Restated Articles are adopted (i) to change the number of authorized shares of the Corporation's only class of capital stock from 100,000 to 20,000,000, and to do so while maintaining the one cent per share par value; (ii) to correct the references to the filing date of the Initial Articles referred to in the First Restated Articles; and (iii) 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 authorized capital stock 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 16, 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

The Corporation shall be authorized to issue twenty million (20,000,000) 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:

<u>Name</u>	<u>Address</u>
Charles F. Settgaest	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 of the incorporator who signed the Initial Articles and his address are:

<u>Name</u>	<u>Address</u>
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 both the Initial Articles and the First Restated 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 Second Restated Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned President has executed these Second Amended and Restated Articles of Incorporation on December 7, 1999.


Charles F. Settgast
President and a director