

To: Division of Corporations
Subject:

From: Ed Lary

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

DISD. 45597

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

APPLIED TECHNOLOGY AND MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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05 DEC 13 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Restate

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DEC 13 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

APPLIED TECHNOLOGY AND MANAGEMENT, INC.

Pursuant to Sections 607.1003(6) and 607.1007 of the Florida Business Corporation Act (the "Act"), Applied Technology and Management, Inc., a Florida corporation (the "Corporation"), certifies that:

- (1) The name of the Corporation is Applied Technology and Management, Inc.
- (2) These Amended and Restated Articles of Incorporation were adopted and approved on December 12, 2005 by a written consent of the shareholders of the Corporation, the number of votes cast being sufficient for approval. The Amended and Restated Articles of Incorporation shall be effective as of the date and time of filing with the Florida Department of State

ARTICLE I

The name of this corporation is Applied Technology and Management, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is c/o Island Capital Group LLC, 717 5th Avenue, New York, New York 10022.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$0.01	Common

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ARTICLE V

The street address of the Corporation's registered office is, 515 East Park Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of December 12, 2005.

By: 

Name: Thomas Schanze

Title: President

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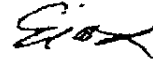
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Applied Technology and Management, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPDIRECT AGENTS, INC.



By: Ed B. Lary
Title: Assistant Secretary

Dated: December 13, 2005

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