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## BASIC AMENDMENT

## PRECISION COMMUNICATION SERVICES, INC.

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

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PRECISION COMMUNICATION SERVICES, INC.**

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Precision Communication Services, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation filed on October 15, 1971, and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the sole shareholder and the Corporation's Board of Directors dated May 15, 2003.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

1. Name. The name of the corporation is Precision Communication Services, Inc. (the "Corporation").

2. Corporate Address. The principal office and mailing address of the Corporation is located at 7710 30<sup>th</sup> Street North, Tampa, Florida 33610.

3. Purpose. The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

4. Authorized Shares. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Sixty Thousand (60,000) shares of common stock, \$.01 par value per share (the "Common Stock"). There shall be two classes of Common Stock consisting of Thirty Thousand (30,000) shares of Class A Common Stock and Thirty Thousand (30,000) shares of Class B Common Stock, described as follows:

(A) Class A Common Stock.

(1) Voting. Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him or her of record.

(2) Dividends. Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Class A Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

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(B) Class B Common Stock. The rights of holders of Class B Common Stock shall be identical in all respects to the rights of holders of Class A Common Stock, except as follows:

(1) Voting. Except as otherwise required under Florida law, holders of record of shares of Class B Common Stock shall have no voting rights.

(2) Dividends. When and as dividends and distributions, whether in cash or property or in securities of the Corporation (or subscription rights to purchase or acquire securities of the Corporation), may be declared, paid or made on shares of the Class A Common Stock then outstanding, the Board of Directors shall also declare a dividend or distribution at the same rate and in like kind upon the shares of Class B Common Stock then outstanding, so that the Class B Common Stock will participate equally with the Class A Common Stock, share for share, in such dividend or distribution; *provided, however*, that in the event of a dividend or distribution payable in shares of Class A Common Stock, the dividend or distribution upon the shares of Class B Common Stock shall be payable in a like number of shares of Class B Common Stock.

(3) Subdivision, Reclassification, Combination of Shares. If the Corporation shall subdivide or reclassify the outstanding shares of Class A Common Stock into a greater number of shares, then it shall subdivide or reclassify the outstanding shares of Class B Common Stock into a greater number of shares of Class B Common Stock in the same proportion as it subdivided or reclassified the shares of Class A Common Stock. If the Corporation shall combine or reclassify the outstanding shares of the Class A Common Stock into a smaller number of shares, then the Corporation shall combine or reclassify the outstanding shares of Class B Common Stock into a smaller number of shares in the same proportion as it combined or reclassified the Class A Common Stock.

5. Liability for Monetary Damages. No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Act as so amended.

6. Indemnification. The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation this 15<sup>th</sup> day of May, 2003.

  
Douglas R. Kenny, President

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