

518024

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000265617 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FILED
03 SEP -2 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 SEP -3 AM 10: 26
DIVISION OF CORPORATIONS

BASIC AMENDMENT

TECHDYNE, INC.

518024

Certificate of Status	0
Certified Copy	0
Page Count	067
Estimated Charge	\$35.00

Fixed Rejection!
Please ensure it
retains 9/2/03
date - Thr.
Ashley M.

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment & P. of L. hok N/C



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2003

TECHDYNE, INC.
2230 W 77 ST.
HIALEAH, FL 3301608

SUBJECT: TECHDYNE, INC.
REF: 518024

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

Please entitle your document Amended and Restated Articles of Incorporation. *Fixed ✓*

The document is illegible and not acceptable for imaging. *New copy ✓*

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

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000265617
Letter Number: 503A00048991

FILED
03 SEP -2 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First Amended and Restated
Articles of Incorporation
of
Techdyne, Inc.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Restated Articles of Incorporation, as heretofore amended.

1. The name of the corporation is Techdyne, Inc.
2. The text of the First Amended and Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (the First Amended and Restated Articles of Incorporation) contains an amendment to the Restated Articles of Incorporation of the corporation requiring shareholder approval.
2. Article I and Article IX of the Restated Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendment to Article I by the shareholders of the corporation was August 29, 2003. The shareholders of the corporation were not required to approve and adopt the aforesaid amendment to Article IX, as such amendment and restatement was approved and adopted by the board of directors of the corporation pursuant to Section 607.1002 of the Florida Business Corporation Act.
4. Only one voting group of shareholders was entitled to vote on the amendment and restatement of Article I.
5. The number of votes cast for the said amendment and restatement by the said voting group of shareholders was sufficient for the approval thereof.

* * * * *

Executed on August 29th, 2003.

Techdyne, Inc.

By: 

Name of officer: Barry Pardon
Title of officer: President

Annex

**First Amended and Restated
Articles of Incorporation
of
Techdyne, Inc.**

The undersigned, Barry Pardon, President, and David L. Watts, Secretary of TECHDYNE, INC., the corporation organized under the laws of Florida (the "Corporation"), do hereby certify that by resolutions adopted by the Corporation's Board of Directors on July 2, 2003 and approved and authorized by the holders of the majority of the outstanding stock of the corporation at a Special Meeting of Shareholders held August 29, 2003, upon prior notice pursuant to Section 607.0705 of the Florida Business Corporation Act, adopted the following First Amended and Restated Articles of Incorporation that amends Article I - Name pursuant to which the name of the corporation was changed to Simclar, Inc., and Article IX - Registered Agent or Registered Office, pursuant to which the Registered Agent of the corporation was changed to Barry Pardon:

Article I - Name

The name of the Corporation shall be:

SIMCLAR, INC.

Article II - Purposes

The purpose for which the Corporation is formed is to engage in any and all activities and business for any lawful purpose or purposes permitted under the laws of the United States and the laws of the State of Florida and to exercise any and all corporate powers provided for by the laws of the State of Florida.

Article III - Authorized Shares

The aggregate number of shares, which the Corporation shall have the authority to issue is 10,000,000 shares of common stock, \$.01 par value per share. The Corporation may issue and deliver unissued or treasury shares, option rights or securities having conversion or option rights, whether presently or hereafter authorized, in such manner and for consideration as from time to time may be fixed by the Board of Directors. The Board of Directors may accept property, labor or payment in cash or any combination of the same for shares of common stock, \$.01 par value per share, at a just valuation fixed by the Board of Directors. The common stock, \$.01 par value per share, of the Corporation shall not be assessable, nor shall holders thereof or their property be liable for the debts of the Corporation to any extent whatsoever.

Article IV - Existence

This Corporation will have perpetual existence unless dissolved according to law.

Article V - Place of Business

The place of business of this Corporation shall be 2230 West 77th Street, Hialeah, Florida 33016, with the privilege of having offices at other places either within or without the State of Florida and/or such other locations decided upon by the Board of Directors.

Article VI - Capital

The amount of capital with which this Corporation shall commence business is FIVE HUNDRED DOLLARS (\$500).

Article VII - Directors

The number of directors of the Corporation shall be such number, not less than three, as may be fixed from time to time by the Board of Directors in the manner prescribed in the By-laws of the Corporation. The Board of Directors shall be entitled to fill any vacancies in the Board of Directors caused by reasons of an increase in the number of directors or otherwise.

Article VIII - Powers Of Directors

The business of the Corporation shall be managed and its corporate powers shall be exercised by its Board of Directors. The Board of Directors shall have the power, without shareholder action, to exercise all of the corporate power to which the Corporation is entitled under the Florida law including but not limited to:

1. The power to cause the Corporation to indemnify each director and officer of the corporation against all or any expenses reasonably incurred by such director or officer in connection of arising out of any action, suit or proceeding which such officer and director may be involved by reason of his or her being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses) to the extent permitted by the laws of the State of Florida.
2. The power to remove a director for cause, wherein by the judgment of the majority of the other directors, the continuation of the director in office would be detrimental to the interest of the Corporation. The Board of Directors may suspend a director for a reasonable period pending determination that cause exists for such removal.
3. The power to cause the Corporation to loan money to, or guarantee an obligation of, or otherwise assist any officer or other employee of the Corporation or any subsidiary of the Corporation, including when authorized by majority of the entire Board, an officer or employee who is also a director of the Corporation, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the Corporation.

Article IX - Registered Agent or Registered Office

The name of the registered agent of the Corporation is Barry Pardon and the registered office of the Corporation is 2230 West 77th Street, Hialeah, Florida 33016.

Article X - General

Directors liabilities as well the absence of personal liability for monetary damages and conflicts of interest shall be governed by the Florida Business Corporation Act.

These articles may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21 th day of April, 2003.

TECEDYNE, INC.

By 
BARRY PARDON, President

ATTEST:


DAVID L. WATTS, Secretary

SEP-03-2003 10:23

P.07/07

Techdync, Inc.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



Signature of Registered Agent

9/2/03

Date