

540026



ACCOUNT NO. : 072100000032

REFERENCE : 875209 5315A

AUTHORIZATION

COST LIMIT : \$ 87.50

*Patricia Pizzuti*

98 JUN 30 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : June 30, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 875209-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Becky Ferrell  
Trenam Kemker Scharf Barkin  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

300002575973--6

DOMESTIC AMENDMENT FILING

NAME: DYNAMIC RESOURCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

*CS*  
*Amend - Restated*  
*6-30-98*

98 JUN 30 AM 10:44  
DIVISION OF CORPORATIONS

RECEIVED

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
DYNAMIC RESOURCES, INC.**

FILED  
98 JUN 30 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DYNAMIC RESOURCES, INC.**, a corporation organized and existing under the laws of State of Florida (this "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of this Corporation is **DYNAMIC RESOURCES, INC.**
2. The Articles of Incorporation of this Corporation are hereby amended and restated by deleting the Articles of Incorporation of this Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation beginning on the immediately following page.
3. These Articles of Amendment and Restatement contain amendments to this Corporation's Articles of Incorporation (the "Amendments") requiring stockholder approval. These Articles of Amendment and Restatement and the Amendments were approved and adopted by the sole director of this Corporation by written consent dated June 26, 1998 and by the stockholders of this Corporation by written consent dated June 26, 1998. There has been and there is only one class of capital stock of this Corporation outstanding, there was only one voting group entitled to vote on these Articles of Amendment and Restatement and the Amendments, and all outstanding shares were voted in favor of the Amendments. Accordingly, the number of votes cast for the amendment by the stockholders was sufficient for approval of these Articles of Amendment and Restatement and the Amendments.
4. These Articles of Amendment and Restatement and the Amendments do not provide for an exchange, reclassification or cancellation of issued shares.
5. These Articles of Amendment and Restatement, the Amendments and the Amended and Restated Articles of Incorporation attached hereto shall become effective when filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed these Articles of Amendment and Restatement of the Articles of Incorporation of Dynamic Resources, Inc. this 26th day of June, 1998.

**DYNAMIC RESOURCES, INC.**

By: Jai-Eun P. Townsend  
Jai-Eun P. Townsend  
President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DYNAMIC RESOURCES, INC.**

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

DYNAMIC RESOURCES, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE III**

**GENERAL PURPOSE**

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments or successor thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**CAPITAL STOCK**

**1. Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be 2,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"). Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of stockholders. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this Corporation, the assets and funds of this Corporation available for distribution to stockholders shall be divided and paid to the holders of the Common Stock according to their respective shares.

**2. No Preemptive Rights.** The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

**3. Payment for Stock.** The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

**4. Treasury Stock.** The Board of Directors of this Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this Corporation.

**5. Cumulative Voting.** In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### DIRECTORS

**1. Number.** The Board of Directors of this Corporation shall consist of no fewer than one (1) nor more than twelve (12) members, the exact numbers of directors to be fixed from time to time as provided in the bylaws of this Corporation.

**2. Powers.** The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the stockholders.

**3. Quorum.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

**4. Removal.** Any or all of the directors of this Corporation may be removed from office at any annual or special meeting of stockholders by the affirmative vote of at least a majority of the then outstanding shares of Common Stock of this Corporation. Notice of any such annual or special meeting of stockholders shall state that the removal of a director or directors is among the purposes of the meeting and shall state the grounds therefor. Directors may be removed by the stockholders with or without cause.

**5. Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next stockholders' meeting at which directors are elected (or, if permitted under applicable law, until the expiration of the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred) and until such director's successor is duly elected and qualifies, unless such director sooner dies, resigns or is removed by the stockholders at any annual or special meeting. A director elected by stockholders to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

## ARTICLE VI

### STOCKHOLDER MEETINGS

**1. Special Meetings.** Special meetings of the stockholders of this Corporation for any purpose or purposes may be called at any time by (a) the Board of Directors; (b) the Chairman of the Board of Directors (if one is so appointed); (c) the President of this Corporation; or (d) by holders of not less than 33-1/3% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, if such stockholders sign, date and deliver to this Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special meetings of the stockholders of this Corporation may not be called by any other person or persons.

**2. Written Consents.** Any action required or permitted to be taken at any annual or special meeting of stockholders of this Corporation may be taken written consent of such stockholders.

## **ARTICLE VII**

### **AMENDMENTS**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of at least 66-2/3% of the outstanding shares of Common Stock of this Corporation shall be required to amend or repeal this Article VII, Article V or Article VI of these Articles of Incorporation or to adopt any provision inconsistent therewith.

## **ARTICLE VIII**

### **BYLAWS**

**1. Adoption, Amendment, Etc.** The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed in accordance with the bylaws of this Corporation by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

**2. Scope.** The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

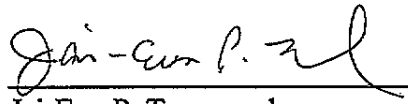
## **ARTICLE IX**

### **AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, DYNAMIC RESOURCES, INC. has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its undersigned duly authorized officers this 26th day of June, 1998.

DYNAMIC RESOURCES, INC.

By:   
Jai-Eun P. Townsend  
President