

Division of Corporations

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From:  
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Amended  
Art.  
Restated  
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7/8/2008

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PNW CORP.**

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is PNW Corp.

**ARTICLE II**

**Duration**

The Corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE III**

**Purpose**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended and in force from time to time.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Voting Shares"; and seventy-five thousand (75,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-

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Voting Shares shall be Non-Voting stock.

**ARTICLE V**  
**Principal Office; Registered Office and Agent**

The street address of the principal office and registered office of the Corporation is c/o 500 North Federal Highway, Pompano Beach, Florida 33062, and the name of the registered agent of the Corporation at that address is Peter Wolofsky.

**ARTICLE VI**  
**Miscellaneous**

1. The Corporation shall have one (1) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors of the Corporation are:

Peter Wolofsky  
P.O. Box 810488  
Boca Raton, Florida 33481

2. The number of shares of the Corporation outstanding at the adoption was seven thousand five hundred (7,500), and the number of shares entitled to vote thereon was seven thousand five hundred (7,500).

3. The number of shares voted in favor of such Amendment was seven thousand five hundred (7,500), and the number of shares voted against such Amendment was none.

4. These Amended Articles of Incorporation were adopted on the 7<sup>th</sup> day of July, 2008.

5. The holders of Common Shares shall exchange each share of such stock for one (1) share of Voting Common stock and ten (10) shares of Non-Voting Common stock.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 7<sup>th</sup> day of July, 2008.

ATTEST:

  
\_\_\_\_\_

  
PETER WOŁOSKI, President

(CORPORATE SEAL)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By:   
PETER WOŁOSKI, Registered Agent