

698480

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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7/11/00



FILED
00 JUL 11 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

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Amend

1.) Universal Cam Inc
(CORPORATE NAME & DOCUMENT #)

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2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

07-11-00
CC

**AMENDED
AND
RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSALCOM, INC.**

The undersigned Assistant Secretary of UniversalCom, Inc. (the "Corporation") does hereby certify that a resolution amending the articles of incorporation of the Corporation was duly adopted on July 10, 2000 pursuant to Florida Statutes Section 607.1006, by the affirmative vote of the holders of 100% of the voting power of the Corporation, and of each class of shares entitled to vote thereon, which was sufficient for the approval thereof.

The Articles of Incorporation of the Corporation are amended and restated to read as follows:

**AMENDED
AND
RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSALCOM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I.

The name of the corporation shall be UniversalCom, Inc.

II.

The mailing address of the Corporation shall be:

UniversalCom, Inc.
Two North Main Street
Greenville, SC 29601

III.

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand, five hundred (1,500), all of which are classified as Common shares with a par value of \$.01 per share.

IV.

The name and address of the registered agent is:

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporate and is made a part hereof.

V.

The Corporation is organized, to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

VI.

The period of duration of the Corporation is perpetual.

VII.

The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suite or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

IN WITNESS WHEREOF, the Company has caused these Amended and Restated Articles of Incorporation to be executed and attested by its duly authorized officers on July 10, 2000.

UNIVERSALCOM, INC.

By: 

Name: William W. Jett

Title: Assistant Secretary

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.

NRAI SERVICES, INC.

By: Charles A. Coyle
Charles A. Coyle - Assistant Secretary