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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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06/15/05--01031--008 **87.50

*Arkansas Certificate of Good Standing
under new name (The Acoustical Group, Inc.)
even though N/C not effective until 6/3/05.
- See attached letter. Anal certificate
copy for further info. - All*

05 MAY 21 PM 3:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ult

ATTORNEY
JASON A. STUART*
*ALSO ADMITTED IN TEXAS

THE STUART FIRM, P.A.
ATTORNEY AT LAW
PLAZA WEST BUILDING
415 N. MCKINLEY ST., SUITE 280-C
LITTLE ROCK, ARKANSAS 72205
TELEPHONE (501) 687-9005
FACSIMILE (501) 687-9003

MAILING ADDRESS:
POST OFFICE BOX 1805
LITTLE ROCK, ARKANSAS 72203

May 27, 2005
Via: Federal Express
Tracking No. 7900 3635 8609

Ms. Brenda Tadlock
Florida Dept. of State – Div. of Corp.
409 E. Gaines St.
Tallahassee, FL 32399

5/31/05

Re: Filings for Jonesboro Acoustical Tile, Inc. & The Acoustical Group, LLC

Dear Ms. Tadlock:

I trust you had a wonderful and relaxing three (3) day weekend. I hate to ruin your day back from a holiday with more work, but I was told by one of your employees that you are the expert when it comes to complex and somewhat complex transactions and that I should send this matter to your attention. Accordingly, please find enclosed the following items:

- Application by a Foreign Corporation to Transact Business in Florida along with a check in the amount of \$87.50 to cover the Filing Fee, Certificate of Status Fee & Certified Copy Fee.
- Application for Registration of a Fictitious Name along with a check in the amount of \$80.00 to cover the Filing Fee and Certified Copy Fee.
- Articles of Merger for Jonesboro Acoustical Tile, Inc., a foreign corporation, and The Acoustical Group, LLC, a domestic limited liability company, along with a check in the amount of \$60 to cover the filing fee (\$35 for the corporation plus \$25 for the LLC).

All documents are being sent together as they are all ancillary to a related transaction with common ownership. The hope is that the use of a single individual at the Florida Division of Corporations will eliminate any confusion or questions which may arise with respect to any one (1) particular document.

I am outside corporate legal counsel for all parties to the enclosed documents. The summary of the transaction is as follows. The two entities are Jonesboro Acoustical Tile, Inc. ("JATI") (an Arkansas corporation) and The Acoustical Group, LLC ("TAG") (a Florida LLC).

JATI is filing its foreign corporation application to transact business in Florida. Then, JATI is filing its fictitious name registration. Finally, JATI is acquiring TAG as evidenced by the Articles of Merger with JATI remaining as the surviving entity.

I anticipate some confusion with respect to the Application by a Foreign Corporation to Transact Business in Florida. The anticipated confusion surrounds the fact that the Certificate of Good Standing and Certified Articles of Incorporation and Amended and Restate Articles of Incorporation for JATI make reference to The Acoustical Group, Inc. This reference to this new entity is explained by JATI's Amended and Restated Articles of Incorporation and the fact that the Arkansas Secretary of State's computer system will not print certificates for entities having Amended and Restated Articles of Incorporation with delayed effective dates. Thus, while JATI's name in Arkansas does not legally change until June 3, 2005, when the Arkansas Secretary of State enters Amended and Restated Articles, which effect a name change, into their computer system, the system immediately changes the name for certificate purposes.

Since JATI is contemporaneously changing (effective June 3, 2005) its legal entity name here in Arkansas to "The Acoustical Group, Inc.," I am unsure of how to notify the State of Florida of this name change with respect to JATI's registration to do business in Florida. Although I briefly looked, I did not find a form on the Florida website, which would accomplish the notification. In light of the fact that all relevant documents, including JATI's Amended and Restated Articles of Incorporation filed with the Arkansas Secretary of State, have been enclosed herewith, an ideal solution would be if you could simply accommodate this name change during your processing of the enclosed documents. If JATI is registered to transact business in Florida under its new corporate name, The Acoustical Group, Inc., it would eliminate the need for the fictitious name registration and the corresponding need to periodically renew the fictitious name registration. Any help in regard to the foregoing would be much appreciated.

One final area, which may cause an issue, is any difference between the filing date and the stated effective date of the transactional documents. As I now understand it, the Florida Department of State Division of Corporations is massively backlogged, thus any stated effective date in a merger or other document runs the risk of falling before the actual filing date. I am unsure as to how to correct this potential issue and was hoping Florida had some administrative method for resolving this conflict, since the uncertainty of a filing date effectively prevents an entity from stating a delayed effective date. If the effective date stated in the enclosed Articles of Merger does in fact fall before the actual filing date thereby creating a problem for the Florida Dept. of State, please advise of a solution other than re-executing documents and delaying the merger. Having new documents signed or the parties to the transaction delay the merger would be nearly impossible. Any chance these documents could be filed today, May 31, 2005? Filing the documents today would assuredly eliminate this potential problem.

I apologize for my state's computer system still being in the dark ages and any confusion created by the names on the certified certificates. Any assistance you can lend in making sure this transaction is handled smoothly and properly would be greatly appreciated. In fact, I would welcome a call from either you or one of your well qualified staff to answer any questions which may arise.

Ms. Brenda Tadlock
May 27, 2005
Page 3 of 3

I have enclosed a self-addressed, stamped envelope for your convenience in the return of the requested certified and/or file-stamped copies of the aforesaid documents. Thank you very much in advance for your diligent handling of the enclosed documents. Although I know you and your staff are not told it often enough, I would like you to know that your behind the scene efforts to keep business in the State of Florida running smoothly are greatly appreciated.

Very Truly Yours,



Jason A. Stuart

JAS/mmi

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Jonesboro Acoustical Tile, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jason A. Stuart

(Name of Person)

The Stuart Firm, P.A.

(Firm/Company)

P.O. Box 1805

(Address)

Little Rock, AR 72203

(City/State and Zip code)

For further information concerning this matter, please call:

Jason A. Stuart

(Name of Person)

at (501) 687-9005

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Jonesboro Acoustical Tile, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Arkansas 3. 71-0453521
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 15, 1974 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No Business Transacted Prior to Registration & Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2215 Grant Ave., Jonesboro, AR 72402
(Principal office address)

2215 Grant Ave., Jonesboro, AR 72402
(Current mailing address)

8. Sales & Installation of Construction Materials & Services & Any Other Business Pursuit Not Contrary to Law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Reggie Miles

Office Address: 106 Rose Lane

Panama City Beach, Florida 32413
(City) (Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Reggie Miles
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 31 PM 3:00

A. DIRECTORS

Chairman: Reggie Miles

✓ Address: 106 Rose Lane

Panama City Beach, FL 32413

Vice Chairman: _____

Address: _____

Director: Penelope Miles

Address: 106 Rose Lane

Panama City Beach, FL 32413

Director: _____

Address: _____

B. OFFICERS

CP President: Reggie Miles

Address: 106 Rose Lane

Panama City Beach, FL 32413

Vice President: Courtney Miles

Address: 104 Rose Lane

Panama City Beach, FL 32413

Secretary: Justin Miles

Address: 2215 Grant Ave., Jonesboro, AR 72402

Treasurer: Justin Miles

Address: 2215 Grant Ave., Jonesboro, AR 72402

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Reggie Miles
(Signature of Director or Officer listed in number 12 of the application)

14. Reggie Miles, President
(Typed or printed name and capacity of person signing application)



Arkansas Secretary of State Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

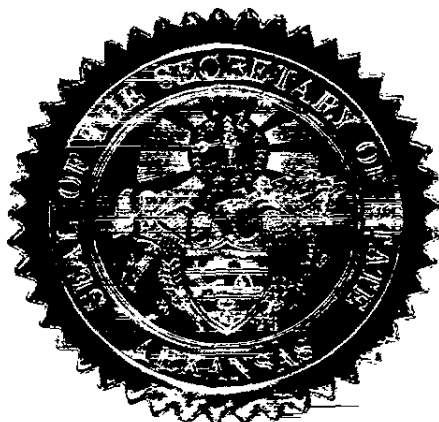
CERTIFICATE OF GOOD STANDING

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

THE ACOUSTICAL GROUP, INC.

authorized to transact business in the State of Arkansas as a For Profit Corporation, filed Articles of Incorporation in this office January 15, 1974.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.

Charlie Daniels

Charlie Daniels
Secretary of State

By: *Libby Northcutt*

Libby Northcutt



Arkansas Secretary of State Charlie Daniels

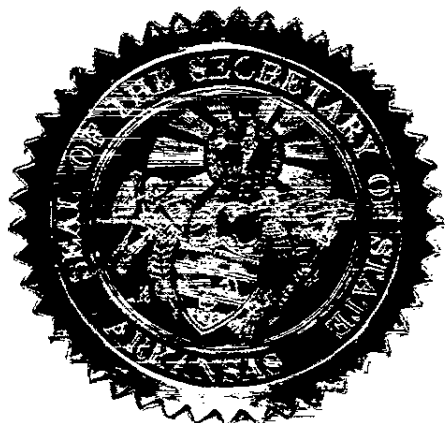
State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Incorporation

filed in this office on 15th day of January 1974

THE ACOUSTICAL GROUP, INC.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.

Charlie Daniels

Charlie Daniels
Secretary of State

By: *Libby Northcutt*
Libby Northcutt

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
JONESBORO ACOUSTICAL TILE, INC.

The Undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Arkansas Business Corporation Act of 1965, as set out and contained in Sections 64-101, et, seq., Arkansas Statutes 1947 Annotated, 1966 Replacement, do hereby certify as follows:

I

The name of this corporation is JONESBORO ACOUSTICAL TILE, INC.

II

The period of existence of this corporation, unless at an earlier date voluntarily dissolved through proper corporate action, shall be perpetual.

III

The nature of the business, and the objects, purposes and business proposed to be transacted, promoted and carried by and for which this corporation is organized are:

(a) To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, manage, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of, and to invest in or deal in and with real, personal and mixed property of every class or description, and rights, privileges and interest therein, where-soever situated.

(b) To purchase, lease, produce, manufacture, import or otherwise acquire, own, hold, invest in, prepare for market, store, ship, transport, mortgage or otherwise encumber, sell, transfer, export, or otherwise dispose of, and in any manner deal in and with, at retail or wholesale, building materials of all kinds, including, without limiting the generality of the foregoing, stone, sand, gravel, slate, shale, clay and clay products of like and all kinds, cinders, slag, lime, mortar, cement and cement products, calcined and other plaster, drain tile, pressed tile, fireproof tile, and any other tile; natural and artificial stone, marble, building bricks, building blocks and load bearing blocks of all kinds, ceramics

FILED

JAN 15 1974

KELLY BRYANT
SECRETARY OF STATE
By new

CERTIFIED COPY

and ceramic wear of all kinds, terra cotta, mosaics, and other building, fireproofing and paving material of all kinds.

(c) To engage generally in all branches of a general tile contractor for the purpose of contracting, sub-contracting or otherwise tile work on houses,, churches, schoolhouses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever kind and nature; to make estimates on and bid for the instulation of tile and other related items on the construction of such buildings, and to do every act and thing commonly done by tile contractors.

(d) To engage in, in all of its branches, any business lawfully permitted by the State of Arkansas, to corporations formed under the Act hereinabove referred to.

IV

The powers of this corporation shall be all of the powers conferred to corporations by the Laws of the State of Arkansas under the Act hereinabove referred to, which Section is incorporated herein by reference, and made a part hereof as though set out herein word for word, and to do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers hereinabove set forth, wherein specified, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, or otherwise, and do any other act or acts, thing or things, incidental or pertenant thereto, not inconsistent with the Laws of the State of Arkansas.

V

The principal office or place of business of this corporation shall be located at 318 Southwest Drive, Jonesboro, Arkansas, 72401, and it may have such branch offices, buildings and other property elsewhere as may be thought necessary or advisable by its Board of Directors.

VI

The name of the resident agent of this corporation is Johnny D. Miles whose address is Route 2, Bono, Arkansas, 72401

CERTIFIED COPY

VII

The total amount of authorized capital stock of this corporation is One Thousand (1,000.00) shares, all of which shall be without par value. At stockholders meetings each stockholder shall be entitled to one vote for each share of stock held in his name which vote may be cast by him either in person or by proxy. The corporation may issue and dispose of such shares of the stock for such consideration, either in cash or by services rendered to the corporation, or by real or personal property transferred to it, as may be fixed by the Board of Directors hereof.

No stock of the corporation shall be transferred to a person who is not already a stockholder of record unless the stock shall have first been offered for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing of offer shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the corporate books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided for above, or until they fail for a period of thirty (30) days after receipt of the written offer to accept same by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer shall be prescribed in the By-Laws of this corporation.

The corporation shall have a lien on all stock, and all dividends declared therein, for all indebtedness of the holder thereof to the corporation.

VIII

The amount of capital with which this corporation shall commence business is Three Hundred (\$300.00) Dollars.

CERTIFIED COPY

IX

The name and post office address of the incorporators hereof and the number of shares of the capital stock subscribed to by each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Johnny D. Miles	Route 2, Bono, Arkansas	1
Reggie L. Miles	Jonesboro, Arkansas	1

X

The management of this corporation shall be vested in a Board of Directors consisting of not fewer than two, nor more than five, who must be stockholders of the corporation, and by such officers as the said Board of Directors may, from time to time, elect or appoint, which Board of Directors shall be elected in the manner prescribed by the By-Laws of this Corporation.

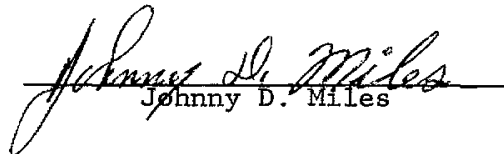
XI

The Board of Directors of this corporation is expressly authorized, without the assent of the votes of the stockholders to make, alter, amend and rescind the By-Laws of this Corporation.

XII

The private property of the stockholders, Directors and officers of this corporation shall be forever exempt from its debts, obligations and liabilities.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of January, 1974.


Johnny D. Miles


Reggie L. Miles

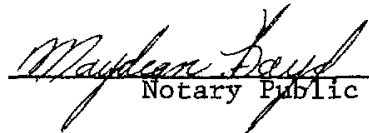
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ACKNOWLEDGMENT

STATE OF ARKANSAS)
)
COUNTY OF CRAIGHEAD) ss.

On this day personally appeared before, me, a Notary Public, within and for the County and State aforesaid, duly qualified, commissioned and acting, Johnny D. Miles and Reggie L. Miles, to me all personally well known to be the persons who executed the foregoing articles of incorporation as incorporators thereunder, and stated that they had so executed same for the uses and purposes as set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as such Notary Public this 11th day of January, 1974.



Notary Public

My Commission Expires:

5/1/77

*Paula's Association
File, Inc.*

CERTIFIED COPY

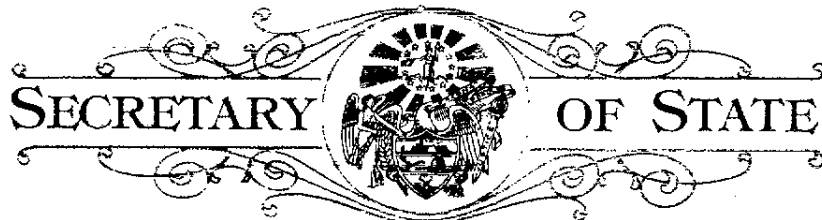
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JAN 15 1974
ELLY BRYANT
SECRETARY OF STATE

MICRO FILMED

Date _____

Reel No. _____

STATE OF ARKANSAS



Charlie Daniels
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Charlie Daniels, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Amendment with Restatement

of

JONESBORO ACOUSTICAL TILE, INC.

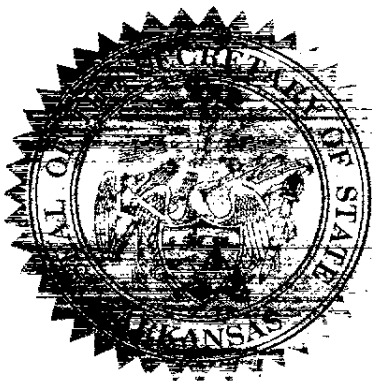
changing the name to

THE ACOUSTICAL GROUP, INC.

filed in this office

May 27, 2005.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 27th day of May 2005.



Charlie Daniels

Secretary of State

Document Number: 3933440003

THE ACOUSTICAL GROUP, INC.
ARTICLES OF AMENDMENT WITH RESTATEMENT

FILED: 05/27/05, #Pages: 6

Arkansas Secretary of State
Business Services Division

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
JONESBORO ACOUSTICAL TILE, INC.

The undersigned, being a corporation duly formed and existing in the State of Arkansas and more specifically Ark. Code Ann. § 4-26-101 *et seq.*, desires to file these Amended and Restated Articles of Incorporation ("Restated Articles") for the purposes of amending and restating said corporation's articles as hereinafter set forth and reincorporating said corporation under the Arkansas Business Corporation Act, as codified at Ark. Code Ann. §§ 4-27-101 *et seq.*

NOW THEREFORE, the undersigned, pursuant to the provisions of the Arkansas Business Corporation Act as codified at Ark. Code Ann. § 4-26-101 *et seq.* and Ark. Code Ann. §§ 4-27-101 *et seq.*, as applicable, and any acts amendatory thereof and supplemental thereto, do hereby sign the following Restated Articles and certify the following:

1. **NAME.** The name of the corporation shall be changed to (hereinafter, "Corporation") is:

The Acoustical Group, Inc.
2. **EFFECTIVE DATE & TIME.** These Restated Articles shall be effective at 12:00:00 a.m. on the 3rd day of June 2005 ("Effective Date").
3. **REINCORPORATION UNDER 1987 ACT.** The Corporation is hereby reincorporated under and shall hereafter be governed by and in accordance with Arkansas' Act 958 of 1987 commonly known as the Arkansas Business Corporation Act of 1987 and codified at Ark. Code Ann. § 4-27-101 *et seq.*
4. **OUTSTANDING SHARES & CLASS.** The total number of the Corporation's currently outstanding shares is Ninety-One (91) all of which are common shares.

5. **SHARES & CLASS ENTITLED TO VOTE.** The total number of shares entitled to be cast on the adoption of these Restated Articles is Ninety-One (91) all of which are common shares.

6. **SHAREHOLDER APPROVAL.** These Restated Articles were duly approved and adopted by the shareholders at a duly called special meeting of the Corporation's shareholders on the 26th day of May 2005 whereat the total number of undisputed votes cast in favor of these Restated Articles was Ninety-One (91) shares and this amount was sufficient for approval. The vote at such meeting is further set forth as follows:

<u>Share Class</u>	<u>In Favor</u>	<u>Opposed</u>
Common	<u>91</u>	<u>0</u>
Totals	91	0

7. **CORPORATION'S PURPOSES.** The nature of the business and the objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, in any part of the world, namely:

- (a) To engage in construction activities namely, and without limitation, the purchase, sale, distribution and installation of ceiling and acoustical tile and all ancillary materials, services and operations thereto;
- (b) To make and hold investments in other business ventures and entities;
- (c) To acquire by purchase, exchange, lease or otherwise, and to hold, use, develop, operate, manage, sell, assign, improve, lease, mortgage, transfer, convey, and to invest in or deal in and with real, personal and mixed property of every classification and description, and rights, privileges and interest therein, wheresoever situated;

- (d) To conduct any other business enterprise or activity not contrary to law;
- (e) To do all such other things as are incidental or conducive to the statement of the above objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the Corporation; and to transact any other kind of business that may seem to the Corporation capable of being conveniently carried on in connection with any of the purposes or objects above specified or calculated either directly or indirectly to enhance the value of, or render profitable any of the Corporation's properties or rights, or to be beneficial or desirable for the stockholders of the Corporation, not contrary to law, and whether or not of the same nature as, or similar in nature to, any of the purposes hereinbefore expressed; and
- (f) To have and exercise all of the powers conferred upon corporations by virtue of their existence as authorized by Ark. Code Ann. §§ 4-27-101 *et seq.* and any antecedent acts amendatory thereof.

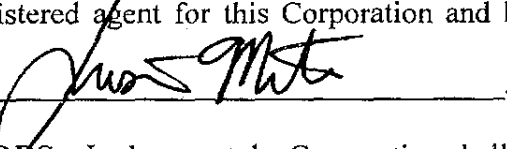
8. **AUTHORIZED SHARES.** The Corporation's aggregate number of authorized shares shall be one thousand (1,000), all of which have a \$1.00 par value and are designated common shares of the Corporation. On the Effective Date hereof, all issued and outstanding common shares of the Corporation issued before the Effective Date shall be cancelled and returned to the Corporation in exchange for the issuance of new shares and certificates therefor bearing and burdened by the same rights and restrictions as the cancelled shares and having a One Dollar (\$1.00) Par value rather than No Par value of the cancelled shares.

9. **REGISTERED OFFICE.** The registered office of the Corporation shall be:

2215 Grant Ave.
Jonesboro, AR 72402

10. **REGISTERED AGENT.** The registered agent and address for service of process shall be:

Mr. Justin Miles
2215 Grant Ave.
Jonesboro, AR 72402

By his/her following signature, the registered agent acknowledges and accepts appointment as the registered agent for this Corporation and hereby provides a specimen of his/her signature: 

11. **DIRECTORS.** In the event the Corporation shall not have two (2) or more shareholders, the number of directors constituting the Corporation's Board of Directors ("Board") shall be one (1). Provided however, if the Corporation shall have two (2) or more shareholders, then the Board is authorized to increase, but is not required to or required to maintain, the number of Directors to a number equal to the number of shareholders up to and including a total number of three (3), regardless of the number of shareholders in excess of two (2). Notwithstanding the foregoing, nothing in this paragraph shall act to or be construed as limiting the ability of the Board of Directors change the number of directors within the parameters set forth herein or in accordance with the Bylaws of the Corporation. Any Director once duly elected and qualified shall serve until the Corporation's next annual meeting, or until their successor is duly elected and qualified.

12. **AMENDMENT OF ARTICLES OF INCORPORATION.** From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions, as authorized by the laws of the State of Arkansas, may be added or inserted in

the manner and at the time prescribed by the applicable laws of the State of Arkansas, and all rights at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions hereof.

13. **AUTHORITY TO CONTRACT.** The President of the Corporation and such other Officers, employees or agents as may be designated from time to time by the Corporation's Bylaws or resolution of the Corporation's Board of Directors shall have the sole authority to bind the Corporation to any contract or written instrument between the Corporation and any third party including, without limitation, all of its current and future shareholders.
14. **CONTRACTS.** No contract entered into by this Corporation shall be invalid or unenforceable because of the interest of any of the Corporation's Officer's or Director's direct or indirect interest in the contract.
15. **LIMITATION OF DIRECTORS' PERSONAL LIABILITY.** To the fullest extent permitted by the Arkansas Business Corporation Act as it now exists or may hereafter be amended, a Director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director. However, this provision shall not be construed to eliminate or limit in any way the liability of a Director for any:
 - (a) breach of the Director's duty of loyalty to the Corporation or its stockholders;
 - (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
 - (c) liability created under Ark. Code Ann. § 4-27-833 and any antecedent acts amendatory thereof;
 - (d) transaction from which the Director derived an improper personal benefit; or

- (e) any actions, omission, transaction, or breach of a director's duty creating any third-party liability to any person or entity other than the Corporation or a stockholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused its corporate name to be subscribed by the authorized officer set forth below, who hereby verifies that the statements contained in the foregoing Restated Articles are true and correct to the best of his or her knowledge and belief, and duly attested by the secretary of the Corporation on this 26th day of May, 2005.

By: Reggie Miles
Reggie Miles, President

Attest: Justin Miles
Justin Miles, Secretary