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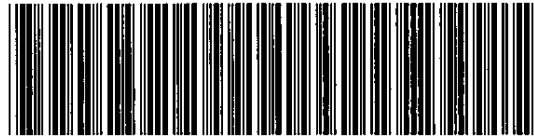
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2008 AUG 14 AM 11:51  
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TALLAHASSEE, FLORIDA

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Tlew's  
8-14-08

**SMITH MACKINNON, PA**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 800  
CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

August 13, 2008

POST OFFICE BOX 2254  
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300  
FACSIMILE (407) 843-2448  
E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

***Via Federal Express***

Florida Secretary of State  
Attention: Karon Beyer  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Unique Electronics, Inc.

Dear Karon:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50 for the filing fee and two certified copies of the Restated Articles of Incorporation; and
3. Two photocopies of the executed Restated Articles of Incorporation.

Kindly file the enclosed documents and return to us two certified copies of the Restated Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Jim Giuliano, Chief Financial Officer  
Unique Electronics, Inc.

**RESTATED ARTICLES OF INCORPORATION  
OF  
UNIQUE ELECTRONICS, INC.**

**FILED**  
2008 AUG 14 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Unique Electronics, Inc., whose Restated Articles of Incorporation were filed with the Florida Department of State on April 26, 2005, does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"):

**ARTICLE I**

**Name**

The name of the Corporation is Unique Electronics, Inc.

**ARTICLE II**

**Duration**

This Corporation shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

Effective as of 11:59:01 p.m., on June 30, 2008, the Corporation's authorized shares of capital stock shall consist of the following:

A. **Number and Class of Shares Authorized; Par Value.**

The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 20,000,000 shares of Class A Common Stock, with a par value of \$.01 per share.

B. Description of Shares of Common Stock.

(1) Dividend Rights.

The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in either cash, in property or in shares of capital stock.

(2) Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

(3) Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(4) Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them, respectively, unless otherwise provided by law.

**ARTICLE V**

Registered Office and Agent; Principal Place of Business

The registered and principal office of this Corporation is located in the City of Orlando, County of Orange and State of Florida, and its address is 1320 26<sup>th</sup> Street, Orlando, Florida 32805, and the registered agent of the Corporation at that address is James A. Giuliano.

**ARTICLE VI**

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE VII**

**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

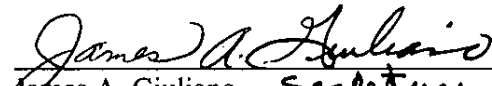
**ARTICLE VIII**

**Headings and Captions**

The headings or captions of these various Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

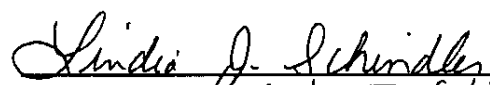
**CERTIFICATE**

The foregoing Restated Articles of Incorporation were adopted by the holders of outstanding shares of common stock, being the sole voting group entitled to vote thereon, on August 4, 2008 and the number of votes cast for the Restated Articles of Incorporation by the holders of common stock was sufficient for approval by that voting group.

  
James A. Giuliano - Secretary

STATE OF FLORIDA       )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of August, 2008, by James A. Giuliano.

  
Printed Name: Linda J. Schindler  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_

**LINDIA J. SCHINDLER**  
Notary Public, State of Florida  
My comm. exp. March 2, 2011  
Comm. No. DD634299