

H36849

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**THE PAXEN GROUP, INC.**

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**H06000131816 3**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE PAXEN GROUP, INC.**

The Paxen Group, Inc. (formerly known as PSI Marketing, Inc.) (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on November 20, 1984, as amended by those Articles of Amendment filed with the Florida Department of State on March 30, 1989 (the "Original Articles"). These Restated Articles of Incorporation and the amendments to the Original Articles as contained herein were duly adopted, effective May 11, 2006, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

**ARTICLE I - NAME**

The name of the Corporation is THE PAXEN GROUP, INC.

**ARTICLE II - ADDRESS**

The mailing address of the Corporation is 163 Front Street, Belleville, Ontario, Canada K8N 2Y6.

The principal office address of the Corporation is 710 Atlantis Road, Melbourne, Florida 32904.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**H06000131816 3**

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**H06000131816 3**

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the registered agent of the Corporation at that address shall be:

Michael E. Neukamm

**ARTICLE VII - BYLAWS**

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

**ARTICLE VIII - AMENDMENT**

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

**ARTICLE IX - INDEMNIFICATION**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the Corporation, (b) is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) or is or was an officer of the Corporation, provided that such person is or was at the time a director of the Corporation, or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous

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**H06000131816 3**

**H06000131816 3**

sentence, the Board of Directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Business Entity.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name effective as of this 11<sup>th</sup> day of May, 2006.

THE PAXEN GROUP, INC., a Florida corporation

By:   
Herbert Hilderley, Its President

**H06000131816 3**

**H06000131816 3****CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT****THE PAXEN GROUP, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Michael E. Neukamm**H06000131816 3**