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Division of Corporations

J69275

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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BASIC AMENDMENT

T & G CORPORATION

|                       |         |
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 31, 2001

T & G CORPORATION  
7131 GRAND NATIONAL DRIVE  
STE. 106  
ORLANDO, FL 32819US

SUBJECT: T & G CORPORATION  
REF: J69275

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE WORD "INITIAL" MUST BE TAKEN OUT OF ARTICLE IV.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson  
Corporate Specialist

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## **Amended and Restated**

### **Articles Of Incorporation of T & G Corporation**

**Document Number J69275**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, hereby adopts the following Amended and Restated Articles Of Incorporation for such Corporation:

#### **Article I Name**

The name of the Corporation is T & G Corporation.

#### **Article II Corporate Existence**

The Corporation's existence shall be perpetual and was effective on April 24, 1987.

#### **Article III Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 10,000,000 shares of no par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

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3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section B. Authorized Common Non-Voting Shares. The aggregate number of common non-voting shares which the Corporation is authorized to issue is 10,000,000 shares of no par value common non-voting stock.

1. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common non-voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common non-voting shares without distinction according to their respective shares.

2. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section C. Cumulative Voting. There shall be no cumulative voting.

Section D. Pre-emptive Rights of Shareholders. The Corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth below. The Shareholders of the Corporation shall have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors. Such pre-emptive right may be waived by a Shareholder and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration. The pre-emptive right described above shall not apply with respect to: shares issued as compensation to Directors, Officers, agents or employees of the Corporation, its subsidiaries or affiliates; shares issued to satisfy conversion or option rights created to provide compensation to Directors, Officers, agents or employees of the Corporation, its subsidiaries or affiliates and shares sold

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otherwise than for money. Notwithstanding the pre-emptive rights granted above, the holders of shares of any class of stock without general voting rights but with preferential rights to distributions or assets shall have no pre-emptive rights with respect to shares of any class and holders of shares of any class with general voting rights but without preferential rights to distributions or assets have no pre-emptive rights with respect to shares of any class with preferential rights to distributions or assets unless said preferential shares are convertible into or carry a right to subscribe for or acquire shares without preferential rights. Any shares which are subject to the pre-emptive rights set forth herein that are not acquired by Shareholders may be issued to any person for a period of six months after being offered to Shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of pre-emptive rights. The Corporation's offer of such shares at a lower consideration or after the expiration of said six-month period is subject to the pre-emptive rights described herein.

Section E. Restrictions on Disposition of Stock. No Shareholder of this Corporation shall sell, transfer, convey, pledge, give, distribute or encumber any share or shares of stock in the Corporation without first giving notice in writing to the President of the Corporation of such intended disposition and without first securing the written approval of Shareholders of the Corporation owning at least a majority of the then-issued and outstanding shares of stock of the Corporation. However, nothing contained herein shall prevent distribution by operation of law, of such share or shares, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Shareholder.

Section F. Limit on Number of Shareholders. All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than seventy-five persons.

Section G. Right to Redeem Stock. Without regard to any other power to purchase shares of the Corporation as permitted by law, the Corporation by action of the Board of Directors may purchase outstanding shares in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section H. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section I. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

**Article IV**  
**Registered Agent And Office**

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The address of the Registered Office of the Corporation is 15 West Church Street, Suite 203, Orlando, Florida 32801, and the name of its initial Registered Agent at such address is Jonathan D. Woods, Esq.

**Article V**  
**Principal Office**

The address of the principal office of the Corporation is 8623 Commodity Circle, Orlando, Florida 32819.

**Article VI**  
**Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

**Article VII**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article VIII**  
**Corporate Seal**

This Corporation shall have a corporate seal.

**Article IX**  
**Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the

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Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

#### **Article X** **Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because the Director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board of Directors by vote as set forth in (i) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection Directors who are parties may participate; or (iii) by the Shareholders.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such

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office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XI**  
**Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Officer-Director is proper in the circumstances because the Officer-Director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Board of Directors by vote as set forth in (i) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection Officer-Directors who are parties may participate; or (iii) by the Shareholders.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XII**  
**Amendment Of Articles Of Incorporation**

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The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

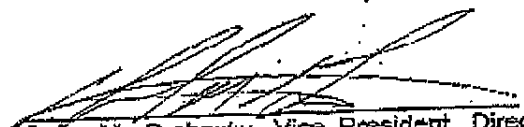
**Article XIII****Approval Of Compensation**

No salary or other compensation shall be paid to any Director of the Corporation for services rendered as such Director unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 51% of the then-outstanding voting shares of the Corporation.

**Article XIV****Adoption Of Amendments**

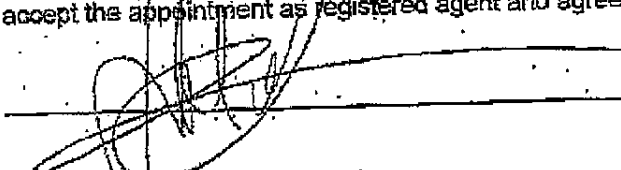
All of these amendments were approved by the shareholders. The number of votes cast for each amendment was sufficient for approval.

Dated December 27, 2001.

  
Dave M. Grabosky, Vice President, Director,  
and Shareholder

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
(Signature of Registered Agent)

December 27, 2001

(Date)