

K66946

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From: Account Name : GREENBERG TRAURIG (WEST PALM BEACH)
Account Number : 075201801473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT
SUPERIOR ELECTRONICS GROUP, INC.

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Fax Number : (850) 922-4000

From:
Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 1999

SUPERIOR ELECTRONICS GROUP, INC.
6432 PARKLAND DRIVE
SARASOTA, FL 34237

SUBJECT: SUPERIOR ELECTRONICS GROUP, INC.
REF: K66946

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.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000002005
Letter Number: 199A00003475

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUPERIOR ELECTRONICS GROUP, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, Superior Electronics Group, Inc. (the "Corporation"), certifies that:

FIRST: The name of the Corporation is Superior Electronics Group, Inc. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on February 14, 1989 and subsequently amended on February 28, 1990.

SECOND: These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of a majority of the issued and outstanding shares of the Common Stock of the Corporation. The holders of a majority of the issued and outstanding shares of the Corporation's Common Stock approved such amendments and the Board of Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation by a Joint Written Consent of Directors and Holders of a Majority of Common Stock of the Corporation dated January 20, 1999. The number of votes cast for the amendments was sufficient for approval by the holders of a majority of Common Stock of the Corporation.

THIRD: The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE 1. - NAME

The name of the Corporation is SUPERIOR ELECTRONICS GROUP, INC. The principal office address of this Corporation is 2501 63rd Avenue East, Bradenton, FL 34203.

ARTICLE 2. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3. - POWERS

This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of voting common stock with a par value of \$.01 per share. Upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, each issued and outstanding share of Common Stock shall thereby and thereupon split into six hundred fifty two (652) shares of validly issued, fully paid, non-assessable shares of Common Stock and securities convertible into shares of Common Stock shall be similarly split and the relevant exercise price or conversion price proportionately adjusted. Each party at the

Phillip T. Ridolfo, Jr.
777 S. Flagler Dr., 300E
W. Palm Beach, FL 33401
(561) 650-7900
FL Bar # 0963275
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time holding of record any issued and outstanding shares of Common Stock of the Corporation or warrants exercisable or securities convertible into shares of Common Stock shall receive upon surrender thereof to the Corporation's authorized agent a stock certificate or certificates or other appropriate documentation to evidence and represent the number of shares of Common Stock of the Corporation to which said shareholder is entitled after such split or to which the holder is entitled upon exercise or conversion.

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the Common Stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation as may be issued from time to time over and above the issue of the first 1,000 shares of the Common Stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 6. - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 2501 63rd Avenue East, Bradenton, Florida 34203 and the name of the registered agent of this Corporation at that address is DAVID J. BREITER.

ARTICLE 7. - BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of no less than one director. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE 8. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 9. - AMENDMENT

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

JAN-27-99 12:06 From:GREENBERG TRAURIG
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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were signed by the President of the Corporation this 25th day of January, 1999.



Ben E. Price, President

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