

DEC. 12. 2012 4:01 PM
Division of Corporations

NO. 6815

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CPS PRODUCTS, INC.

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FLORIDA DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

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Amend & Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

CPS PRODUCTS, INC.

Document No. L37965

I, the undersigned, being the Treasurer and Secretary of CPS PRODUCTS, INC., a Florida corporation (the "Corporation"), do hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Incorporation in accordance with Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), and Sections 607.1006 and 607.1007 thereof.

ARTICLE I

The name of this Corporation is CPS Products, Inc., and its principal office and mailing address is 1010 East 31st Street, Hialeah, Florida 33013.

ARTICLE II

This Corporation may engage in any and all lawful acts and activities for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

Simultaneously with the effectiveness of these Amended and Restated Articles of Incorporation, every 461.7 shares of the Corporation's voting common stock and every 4,821.821821 shares of the Corporation's non-voting common stock then issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined, converted and changed into one share of common stock of the Corporation (the "Reverse Stock Split"), and the number of shares of common stock authorized to be issued pursuant to this Article III shall thereafter be reduced as set forth below. No fractional shares shall be issued upon the Reverse Stock Split and the Corporation shall, in lieu of issuing any such fractional share, round such fractional share up to the nearest whole share.

Immediately following the Reverse Stock Split, the number of shares of capital stock of the Corporation authorized, the par value thereof, and the class of such stock shall be:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$0.01	Common

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ARTICLE IV

This Corporation commenced its existence upon the filing of the original Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The registered agent and registered office of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VII

This Corporation shall have the power to indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect.

ARTICLE VIII

This Corporation expressly elects not to be governed by either Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions, or Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

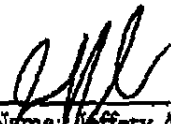
These Amended and Restated Articles of Incorporation contain amendments that required shareholder approval, and were approved by the Board of Directors and the sole shareholder of the Corporation effective as of December 12, 2012 by written consent in accordance with Sections 607.0821 and 607.0704, Florida Statutes. There were no voting groups entitled to vote on the amendment.

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The Corporation has caused these Amended and Restated Articles of Incorporation to be signed by the undersigned duly authorized officer of the Corporation on December 12, 2012.



Name: Jeffery A. DePlanty
Title: Treasurer and Secretary

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following statement is submitted:

FIRST: That CPS PRODUCTS, INC. has designated 1201 Hays Street, Tallahassee, Florida 32301 as the place of business for the service of process within this state.

SECOND: That the above Corporation has named Corporation Service Company as its statutory registered agent at the above address.

Having been named the statutory registered agent of the above Corporation at the place designated in this Certificate, Corporation Service Company hereby confirms that it accepts the same and agrees to act in this capacity, and confirms that it is familiar with, and agrees to comply with, the provisions of the Florida Business Corporation Act relating to the proper and complete performance of its obligations as registered agent.

Dated: December 12, 2012.

CORPORATION SERVICE COMPANY
a Delaware corporation

By: Rosemarie Gagliardino

Name:

Title:

Rosemarie Gagliardino
Assistant VP

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