

Division of Corporations

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M69539

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT**FUTRONIX, INC.**

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 18, 2002

FUTRONIX, INC.
1760 S DIMENSIONS TERR
HOMOSASSA, FL 34448US

SUBJECT: FUTRONIX, INC.
REF: M69539

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Darlene Connell
Corporate Specialist

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TALLAHASSEE, FLORIDA

FUTRONIX, INC.
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

Name. The name of the corporation is FUTRONIX, INC.

2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
FUTRONIX, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

Name. The name of the corporation shall be FUTRONIX, INC.

1.2 Principal Office and Mailing Address. The corporation's current principal office is 1760 S. DIMENSIONS TERRACE, HOMOSASSA, FLORIDA 34448, and the current mailing address of the corporation is 1760 S. DIMENSIONS TERRACE, HOMOSASSA, FLORIDA 34448. The corporation may change the foregoing addresses, transact business at other places, and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is RANDE W. NEWBERRY. The current registered office street address of the registered agent is 1760 S. DIMENSIONS TERRACE, HOMOSASSA, FLORIDA 34448.

ARTICLE II - COMMENCEMENT AND DURATION

2. Commencement of Corporate Existence. The corporation's existence commenced on February 19, 1988.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose. The general purpose for which the corporation is organized shall be to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

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ARTICLE IV - AUTHORIZED SHARES

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000,000 shares at \$.0001 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be as fixed and determined by the Board of Directors of said corporation.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V - GENERAL

5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.

[END OF ARTICLES OF AMENDMENT AND RESTATEMENT]

3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each of the shares of currently issued and outstanding shares of common stock of the corporation shall, upon the effective date of the above amendment and restatement, be deemed converted into a share of common stock of the corporation. The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

FUTRONIX, INC

By


Michael C. Jenkins (Print Name)
As 02/19/02 President

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FUTURONIX, INC.
CONSENT IN LIEU OF
SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS

The above-referenced meeting was held by this written consent on 02/15, 2002 at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed, called and convened. It was determined that all of the shareholders and directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted,

RESOLVED, that the corporation hereby adopts the attached Articles of Amendment and Restatement.

RESOLVED, FURTHER, that, the corporation be and hereby is authorized to issue appropriate shares in order to complete the share conversion as set forth in the attached Articles of Amendment and Restatement.

RESOLVED, FURTHER, it is hereby confirmed that the present shareholders and shareholdings are: RANDE NEWBERRY with 50 shares, and NEVIN C. JENKINS with 50 shares.

RESOLVED, FURTHER, it is hereby confirmed that the present directors are: RANDE NEWBERRY and NEVIN C. JENKINS.


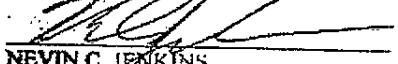
RESOLVED, FURTHER, that the officers and directors of the corporation hereby are authorized and directed to take such further action, including without limitation, the negotiation, execution and delivery of legal documents and instruments, as may be necessary to effectuate the intent hereof.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

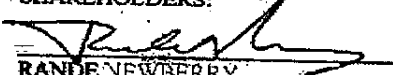

4. Signatures. This instrument may be executed in counterparts, all of which taken together shall constitute a single instrument. A facsimile signature shall constitute an original for all purposes.

IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written

DIRECTORS:


RANDE NEWBERRY

NEVIN C. JENKINS

SHAREHOLDERS:


RANDE NEWBERRY

NEVIN C. JENKINS

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.


Rande Newberry (Print Name)
As 02/15/02 Secretary

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