

M 73612

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250
225 SOUTH ADAMS STREET
POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE 850-222-7717
FAX 850-222-3494
www.ghrlaw.com

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
J. AVERY KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPPE
DONALD H. GIBSON

THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY
KIMBERLY NOWORYTA SUNNER
MICHAEL J. BITTMAN

BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS
WILLIAM J. DENIUS
KURTIS T. BAUERLE
DEREK E. BRUCE
TROY A. KISHBAUGH
PAUL H. CHIPOK
MEDEA D. POOLE
JESSICA E. KIRKWOOD
JAMES F. JOHNSTON

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
MICHAEL J. CANAN
ALLEN R. GROSSMAN

March 8, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

400003161884--2
-03/08/00--01041--016
*****52.50 *****52.50

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$52.50** for the applicable filing fees and fees to obtain a **TWO (2) CERTIFIED COPIES** of the **ARTICLES OF AMENDMENT** for the following entity:

KINETICS, INC.

Document Number: M73612

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Kenneth J. Plante

Kelly B. Plante **G. COULLETTE MAR 08 2000**

RECEIVED
00 MAR 08 AM 10:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
MAR - 8 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KBP:amc

Enclosures

GHRCORP/GHR2.77

Peck/135110-1

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

00 MAR -8 AM 11:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KINETICS, INC.**

The undersigned, acting in his capacity as the President of Kinetics, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these amended and Restated Articles of Incorporation, as adopted by the unanimous written consent of the Board of Directors dated March 7, 2000 and as approved by the holders of a majority of the Corporation's common stock in an action by written consent, pursuant to Florida Statutes Section 607.0704, dated March 7, 2000. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on March 21, 1988 and as amended on March 5, 1989.

ARTICLE I - NAME

The name of this corporation is Kinetics, Inc.

ARTICLE II - ADDRESS

The address of the corporation is 615 Crescent Executive Court, Suite 200, Lake Mary, FL 32746.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

351 Oak Leaf Circle

Lake Mary, FL 32746

The name of the registered agent of this corporation at that address is:

David Melnik

ARTICLE VII - DIRECTORS

7.1 Number. The number of directors shall be determined by the Bylaws of the Corporation.

7.2 Special Board Approval of Certain Transactions. In addition to any approval of the Board required by applicable law, the following transactions shall require the unanimous approval of the Directors:

(i) any merger, consolidation or liquidation of the Corporation or any of its subsidiaries;

(ii) any purchase or other acquisition by the Corporation or any of its subsidiaries of, in one or a series of transactions, any other person;

(iii) any joint venture, partnership or establishment of non-wholly owned subsidiaries;

(iv) any significant change in or expansion of the business of the Corporation or any of its subsidiaries that is outside of the scope of the business plan;

(v) any sale, lease, exchange or other disposition of a substantial part of the assets, including a line of business, division or subsidiary of the Corporation;

(vi) any incurrence by the Corporation or its subsidiaries of indebtedness, or any mortgage, pledge or grant of lien or security interest in assets of the Corporation or its subsidiaries, in each case in an amount in excess of \$250,000;

(vii) any capital expenditures or capital leases in excess of \$250,000;

(viii) any issuance or sale of securities by the Corporation or any of its subsidiaries, including any qualified public offering of common stock, any registration of securities under the Securities Act of 1933 and any grant of registration rights;

(ix) any payment of dividends or other distributions by the Corporation to the stockholders and any repurchase or redemption of securities or debt of the Corporation;

(x) the creation of any committee of the Board of Directors;

(xi) the appointment or removal of the Chief Executive Officer or President;

(xii) any agreement or transaction between the Corporation and any affiliates; provided, however, that the foregoing shall not restrict (a) transactions between the Corporation and any of its subsidiaries, or among any of such subsidiaries, (b) payments or advances to employees of the Corporation or its subsidiaries in the ordinary course of business, (c) transactions pursuant to any employee benefit plan, and (d) transactions contemplated by this Agreement;

(xiii) any action to amend or repeal any provision of the Articles or Bylaws, including any change in the size of the Board of Directors;

(xiv) removal or appointment of the Corporation's independent accountants and any material change to the Corporation's accounting policies or practices;

(xv) any adoption or amendment of employment contracts or benefit plans relating to officers of the Corporation or its subsidiaries;

(xvi) any approval of amendments to the Stockholder's Agreement effective February 29, 2000;

(xvii) approval of the annual budget;

(xviii) exercise of the rights provided in Article 3 of the Stockholders' Agreement effective February 29, 2000;

(xix) any material amendment or modification to the business plan; or

(xx) any matter requiring Board approval that is not within the scope of the business plan (or subsequent business plans approved by the Board of Directors).

ARTICLE VIII – SUPER MAJORITY SHAREHOLDER APPROVAL

In addition to any affirmative vote required by law or the Articles of Incorporation, the affirmative vote of the holders of at least 80% of the voting power of the then-outstanding shares of common stock of the corporation entitled to vote in the election of directors shall be required to approve (i) any merger, consolidation, liquidation or sale of substantially all of the assets of the Corporation or (ii) any action to amend or repeal any provision of the Articles of Incorporation or any action by the stockholders to amend or repeal any provision of the Bylaws.

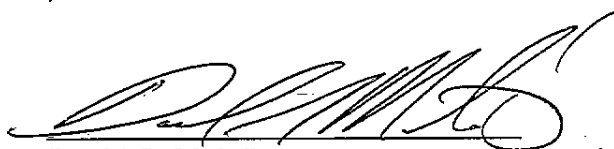
ARTICLE IX - BYLAWS

Bylaws may be adopted, amended or repealed in accordance with the requirements of Article VIII by the shareholders or by the unanimous approval of the Board of Directors; provided that any bylaw adopted or amended by the shareholders can only be amended or repealed by the shareholders.

ARTICLE X – AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of March, 2000.

A handwritten signature in black ink, appearing to read 'D. Melnik', written over a horizontal line.

David S. Melnik,
President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of KINETICS, INC., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.

A handwritten signature in black ink, appearing to read 'D. Melnik', written over a horizontal line.

David S. Melnik

Date: March 7, 2000