

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000185459 3)))



H080001854593ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 617-6380

From: GAIL S ANDRE

Account Name : LOWMEDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
 Account Number : 072720000036
 Phone : (407) 843-4600
 Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

COR AMND/RESTATE/CORRECT OR O/D RESIGN

RAYDON CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
 2008 JUL 31 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

08 JUL 31 PM 12:21

Amended
 Restated
 7/31/08

H08000185459

08 JUL 31 PM 12:21
FILED
SERIALS ACQUISITION
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF INCORPORATION
OF
RAYDON CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Raydon Corporation, a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby file the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Raydon Corporation.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 210 Fentress Blvd., Daytona Beach, Florida 32114, and the mailing address of the Corporation is 210 Fentress Blvd., Daytona Beach, Florida 32114.

**ARTICLE III
AUTHORIZED SHARES**

A. Classes of Stock. The total number of shares of capital stock which the Corporation is authorized to issue is 20,000,000 shares of common stock of which 1,000,000 shall be shares of Class A Voting Common Stock, par value \$.0001 per share (the "Class A Voting Common Stock"), and 19,000,000 shall be shares of Class B Nonvoting Common Stock, par value \$.0001 per share (the "Class B Nonvoting Common Stock"). The consideration for all of the above stock shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Share Division of Voting Common Stock. On the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the 727,122 issued and outstanding shares of the Corporation's previously authorized Common Stock, par value \$.0001 per share ("Old Voting Common Stock"), shall hereby and thereupon be divided, classified and converted into 72,712.2 validly issued, fully paid and nonassessable shares of Class A Voting Common Stock, par value \$.0001 per share and 7,198,507.8 validly issued, fully paid and nonassessable shares of Class B Nonvoting Common Stock, reflecting a conversion ratio of one-tenth (0.1) of a share of Class A Voting Common Stock and a conversion ratio of nine and nine-tenths (9.9) shares of Class B Nonvoting Common Stock for each one (1) share of Old Voting Common Stock.

C. Preferred Stock. On the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the five million (5,000,000) shares of the Corporation's previously authorized but unissued preferred stock (\$.0001) (the "Preferred Stock") is no longer authorized.

D. Voting Rights. The Class A Voting Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally,

H08000185459 3

H08000185459 3

including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Class B Nonvoting Common Stock shall not possess or exercise any voting rights with respect to the election of directors or any other corporate matter whatsoever.

E. No Liquidation Preference Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the Class A Voting Common Stock and the Class B Nonvoting Common Stock, pro rata, on a per share basis without any preference to the holders of either class.

F. No Preemptive Rights No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new shares of common stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such shares of common stock at the same price at which it is offered to others or any other price.

G. Fractional Shares The Corporation is authorized to issue fractional shares.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its registered agent at such office is Corporation Service Company.

ARTICLE V AMENDMENT

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

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President this 30th day of July, 2008.

RAYDON CORPORATION

By: 

David P. Donovan, President

B08000185459 3

**CERTIFICATE
OF THE PRESIDENT
OF
RAYDON CORPORATION**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of Raydon Corporation, a Florida corporation (the "Corporation"), hereby certifies as follows:

The shareholders approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached in a Unanimous Written Consent dated July 30, 2008. The number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for Approval. The Board of Directors approved the Amended and Restated Articles of Incorporation by a Unanimous Written Consent dated July 30, 2008, and the directors recommended to the shareholders that they approve such Amended and Restated Articles of Incorporation.



David P. Donovan, President