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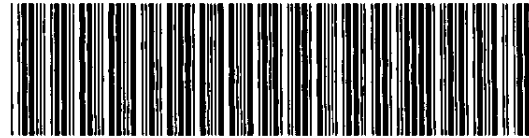
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FILED
13 MAR 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 26 2013

T. K. L. ETC

Donald Musilli
Englewood Incubation Center, Inc.
P.O. Box 304
Englewood, FL 34295

March 18, 2013

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

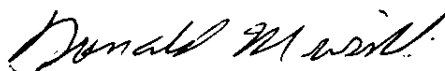
**RE: Englewood Incubation Center, Inc. / Document Number: N12000007894
Certificate of Amendment and First Amended and Restated Articles of
Incorporation of Domestic Nonprofit Corporation**

Dear Secretary:

Please find enclosed with this letter the original and two (1) copy of the First Amended and Restated Articles of Incorporation for Englewood Incubation Center, Inc., a domestic, nonprofit corporation. In accordance with the Department's prescribed fees for filing and issuing certificates, this letter also includes one cashier's check remitted in the amount of \$43.75.

Please process the enclosed First Amended and Restated Articles of Incorporation at your earliest convenience and return one certified copy to the address provided above.

Sincerely yours,



Donald Musilli

Encl. (2): Amended and Restated Articles of Incorporation of Englewood Incubation Center, Inc. (1 original; 1 copy)
Cashier's check payable to the Department of State in the amount of \$43.75

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ENGLEWOOD INCUBATION CENTER, INC.

FILED
13 MAR 22 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Englewood Incubation Center, Inc., a nonprofit corporation organized and existing by virtue of the not for profit corporation laws of the State of Florida, does hereby certify as follows:

1. The name of the corporation is Englewood Incubation Center, Inc. The original Articles of Incorporation was filed with the Florida Department of State on August 13, 2012.
2. This First Amended and Restated Articles of Incorporation was duly adopted by unanimous written consent of the board of directors of the Corporation pursuant to the applicable provisions of Sections 617.1001, 617.1002, 617.1006, and 617.1007 of the Florida Statutes and there are no members entitled to vote on such amendment.
3. This First Amended and Restated Articles of Incorporation restates, integrates, amends, and supersedes the Articles of Incorporation of the Corporation and shall be the Articles of Incorporation of the Corporation currently in effect, and the text of the Articles of Incorporation is hereby amended and restated to read as herein set forth in full:

ARTICLE ONE
Name of Corporation

The name of this corporation is **Englewood Incubation Center, Inc.** (the "Corporation").

ARTICLE TWO
Location of Principal Office

The place in Florida where the Corporation is to be located, and its principal place of business there transacted shall be 1390 Old Englewood Road Englewood, Florida 34223 and the place in Florida where the Corporation may receive its mail is P.O. Box 304 Englewood, Florida 34295.

ARTICLE THREE
Registered Agent & Registered Office

The street address of the initial Registered Office of the Corporation shall be 1390 Old Englewood Road Englewood, Florida 34223. The name of the initial Registered Agent of the Corporation shall be DONALD MUSILLI, an individual residing in the state of Florida.

ARTICLE FOUR
Purpose of Corporation

The Corporation is organized and shall at all times be a nonprofit corporation and operated for any lawful purpose, including the following:

(1) To engage in any lawful act or activity for which corporations not for profit may be formed under Chapter 617, and any amendments thereto, of the Florida Statutes, and to exercise any powers or rights now or hereinafter conferred on nonprofit corporations under the laws of the state of Florida, which are in furtherance of any of the purposes for which the Corporation is formed;

(2) To engage exclusively in charitable, scientific, and educational purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code; and

(3) To provide a vehicle for social, economic, educational, and cultural development, which shall include, but not be limited to, the facilitation of research-driven development and the provision of specialized education and training programs.

ARTICLE FIVE
No Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods acquired and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

ARTICLE SIX
Certain Restrictions on Activities

(1) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code, or the corresponding section of any future tax code); nor shall the Corporation, in any manner or to any extent, participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(2) The Corporation shall neither have, nor exercise, any power, nor shall it engage directly or indirectly in any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a company, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE SEVEN

Dissolution

(1) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for one or more purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, in such manner as the Directors shall determine.

(2) Any assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT

Bylaws

(1) The Bylaws of the Corporation, once adopted by the Board of Directors, may only be amended as provided therein.

(2) No provision in the Bylaws, nor any amendment thereto, shall conflict with these Articles of Incorporation, and to the extent of such conflict, the provisions of these Articles of Incorporation shall fully control.

ARTICLE NINE

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, determined in accordance with the Bylaws and in the manner provided by the Bylaws, except that the incorporator shall appoint the initial Directors of the Corporation, whose names and addresses are as follows:

Elaine Miller	300 West Dearborn Street Englewood, FL 34223
Donald Musilli	1141 Arbroid Drive Englewood, FL 34223
Lee Allen Perron	320 O Day Drive Englewood, FL 34223
Jennifer Monaghan Perry	2109 Albren Street North Port, FL 34286

ARTICLE TEN

Incorporator

The name and address of the sole incorporator of the Corporation is DONALD MUSILLI, 1141 Arbroid Drive Englewood, Florida 34223.

ARTICLE ELEVEN

Membership

Membership in the Corporation shall be provided for and governed by the Bylaws.

ARTICLE TWELVE

Amendment

These Articles of Incorporation may be amended as follows: (a) only by the affirmative vote of a majority of the total votes eligible to be cast by the Directors or by the Members, if permitted in the Bylaws, in attendance at any annual meeting or at a special meeting called for that purpose, approving the amendments or the restatement of the articles as amended; (b) upon written action by the Board of Directors approving such amendments or the restatement of the articles as amended; and (c) upon the filing of such amendment or such amended and restated articles with the Florida Department of State.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this First Amended and Restated Articles of Incorporation to be signed by its President this 14th day of March, 2013.

ENGLEWOOD INCUBATION CENTER, INC.

By: /s/ Donald Musilli
Donald Musilli
President