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BASIC AMENDMENT

CONECTRON, INC.

Certificate of Status	0
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**CERTIFICATE
RE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONECTRON, INC.**

CONECTRON, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that

1. The name of the Corporation is CONECTRON, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1007 of the FBCA, and contain certain amendments to the Corporation's Amended Articles of Incorporation that provide, among other things, for a change in the Corporation's total authorized capital stock.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) on April 24, 2002, the Corporation's Board of Directors unanimously approved by written consent, the Restated Articles and recommended them to the Corporation's shareholders for approval, and (ii) on April 24, 2002, all of the Corporation's shareholders entitled to vote thereon adopted and approved by written consent, such Restated Articles. The number of votes cast for the Restated Articles by the shareholders was sufficient for approval.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Amended Articles of Incorporation of CONECTRON, INC. are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of this corporation is CONECTRON, INC. (the "Corporation").

**ARTICLE II
PURPOSES**

This purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III
SHARES**

Section 3.1 Authorized Shares. The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares, of which (a) 5,000,000 shares shall be Common Stock, par value \$0.01 per share (the "Common Stock"), and (b) 5,000,000 shares shall be Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

Section 3.2 Designation of Preferred Stock. To the extent permitted by law and the provisions of these Amended and Restated Articles of Incorporation, the Preferred Stock may be issued from time to time in one or more series, as determined by the Board of Directors and stated in the resolution or resolutions establishing such series, prior to the issuance of any shares of that series. The Board of Directors shall have the authority to fix and determine and, subject to these provisions, to amend, the following preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established:

- (a) the designation of the series;
- (b) the number of shares in the series;
- (c) the rate of dividends, if any;
- (d) whether shares in the series may be redeemed and, if so, the redemption price and the terms, time and conditions of such redemption;

H02000105606 6

- (e) the amount payable upon shares of such series, if any, in the event of voluntary or involuntary liquidation;
- (f) sinking fund provisions, if any, for the redemption or purchase of shares in the series;
- (g) the terms and conditions, if any, on which shares in the series may be converted into shares of common stock or other securities of the corporation;
- (h) voting rights, if any; and
- (i) such other covenants, limitations and conditions as are expressly stated in the resolution or resolutions adopted by the Board of Directors establishing such series.

Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

In establishing any series of Preferred Stock, the Board of Directors shall designate such series so as to distinguish it from all other series of Preferred Stock and fix and determine the preferences, limitations and relative rights of such series. Prior to the issuance of any shares of any series of Preferred Stock, this corporation shall execute and file amendments to these Amended and Restated Articles of Incorporation, amending this Article III, which determine the preferences, limitations and relative rights of such series. Such amendments shall be effective without shareholder action.

3.3 Share Reclassification. On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each then outstanding share of the Corporation's previously authorized Common Stock shall hereby and hereupon be automatically reclassified and converted into Three Thousand Fifty Four (3,054) shares of newly authorized Common Stock. The appropriate officers of the Corporation shall immediately adjust the corporate records to reflect the appropriate number of shares of Common Stock into which such shares were reclassified and converted hereby.

ARTICLE IV PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights to acquire additional shares which may be issued by this corporation to the extent preemptive rights apply to such shares under the Florida Business Corporation Act.

ARTICLE V REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's registered agent at that address is

Corporation Service Company.

ARTICLE VI DIRECTORS

Section 6.1 Number. The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The Board of Directors shall consist of two (2) directors and their names and addresses are as follows:

Name	Address
Fernando J. Valverde	279 Galeon Court Coral Gables, FL 33143
Rudy Ibarra	12028 S.W. 75 th Street Miami, FL 33182

ARTICLE VII LIMITATION OF OFFICER'S AND DIRECTOR'S LIABILITY

The Corporation shall indemnify each officer and director of the Corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Amended Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation on April 24, 2002.

CONECTRON, INC.

By: 

Name: ANDY BARBA

Title: CTO

Apr-26-02 11:49am From-HUNTON AND WILLIAMS

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T-066 P.07/08 F-860

H02000105606 6

IN WITNESS WHEREOF, the undersigned as executed this Certificate as of April 24,
2002.

CONECTRON, INC.

By: 

Name: RUDY IBARRA

Title: CTO

H02000105606 6

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named the Registered Agent of CONECTRON, INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: April 24, 2002

Corporation Service Company

By

Registered Agent

Brian Courtney
Asst. V. Pres.