

P000000014261

Requester's Name  
CONFLUENT RF SYSTEMS, INC.  
ATTN: Peter Snowcroft  
Address  
12700 10 ARDMONT ST, #3  
PALM BAY, FL 32905  
City/State/Zip Phone #

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 APR -5 AM 8:12

FILED

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. 300005195923--4  
(Corporation Name) (Document #) -04/05/02--01065--002  
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CONFLUENT RF SYSTEMS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Confluent RF Systems, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 607.1007 of the Florida Business Corporation Act, that:

1. The name of the corporation is Confluent RF Systems, Inc. (the "Corporation")
2. The Amended and Restated Articles of Incorporation of the Corporation restate and amend the Articles of Incorporation of the Corporation. The Amended and Restated Articles of Incorporation were adopted by the directors and shareholders of the Corporation by unanimous joint consent action dated November 30, 2001 pursuant to Section 607.0821 and 607.0704 of the Florida Business Corporation Act.
3. The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

**ARTICLE I - NAME AND PRINCIPLE OFFICE**

The name of this corporation is CONFLUENT RF SYSTEMS, INC., and the address of its principle is 1270 Clearmont St NE, Suite 3, Palm Bay, FL 32905.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on February 4, 2000, until dissolved according to law.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 10,000,000 shares of common stock, par value \$.001 per share.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the registered agent of this corporation is Peter Snawerdt, and his address is 1270 Clearmont St NE, Suite 3, Palm Bay, Fl 32905.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the directors reasonably believed are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE IX - INCORPORATION**

The name of the person incorporating the original Articles of Incorporation is Kerry Walsh, and her address is 300 Vanderbilt Motor Parkway, Suite 200, Hauppauge, New York, 11788.

#### **ARTICLE X - AMENDMENT OR REPEAL**

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned duly authorized has executed these Amended and Restated Articles of Incorporation, this 30th day of November 2001 on behalf of Confluent RF Systems, Inc..

CONFLUENT RF SYSTEMS, INC.

By: 

Peter Snawerdt

President and Chief Executive Officer