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UCT COATINGS, INC.

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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UCT COATINGS, INC.
(a Florida corporation)**

PURSUANT to the provisions of Section 607.1007 of the Florida Business Corporation Act, UCT COATINGS, INC., hereby adopts the following Fourth Amended and Restated Articles of Incorporation for such corporation.

1. The present name of the Corporation is UCT Coatings, Inc. (the "Corporation"). The date of filing its original Articles of Incorporation with the Secretary of State was August 10, 2000.

2. Effective upon filing of these Fourth Amended and Restated Articles of Incorporation (the "Effective Date"), (i) each share of Common Stock, \$.01 par value, issued and outstanding immediately prior to the Effective Date (the "Old Common Stock") shall automatically and without any action on the part of the holder thereof be converted into 0.2283105 shares of Common Stock, \$.01 par value (the "New Common Stock"); (ii) each share of Series A Convertible Preferred Stock, \$.01 par value, Series B Convertible Preferred Stock, \$.01 par value, and Series B-1 Convertible Preferred Stock, \$.01 par value, shall automatically and without any action on the part of the holder thereof be reclassified and changed into 3.000 shares of New Common Stock; and (iii) each share of Series C Convertible Preferred Stock, \$.01 par value (collectively, with the Series A, B and B-1 Convertible Preferred Stock, the "Preferred Stock") shall automatically and without any action on the part of the holder thereof be reclassified and changed into 1.000 shares of New Common Stock. Such reclassification and change of Old Common Stock into New Common Stock and of Preferred Stock into New Common Stock shall not change the par value per share of the shares reclassified and changed, which par value shall remain \$.01 per share. Each holder of a certificate of certificates which immediately prior to the Effective Date represented outstanding shares of Old Common Stock or Preferred Stock (the "Old Certificates") shall be entitled to receive upon surrender of such Old Certificates to the Corporation's Secretary for cancellation, a certificate or certificates (the "New Certificates") representing the number of shares of New Common Stock into which and for which the shares of the Old Common Stock and/or Preferred Stock formerly represented by such Old Certificates so surrendered are reclassified. From and after the Effective Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof. If any New Certificate is to be issued in a name other than that in which the Old Certificates surrendered for exchange are issued, the Old Certificates so surrendered shall be properly endorsed and otherwise in proper form for transfer. From and after the Effective Date the amount of capital represented by the shares of the New Common Stock into which and for which the shares of the Old Common Stock and Preferred Stock are reclassified shall be the same as the amount of capital represented by the shares of Old Common Stock and Preferred Stock so reclassified, until thereafter reduced or increased in accordance with applicable law.

3. These Fourth Amended and Restated Articles of Incorporation were duly adopted on June 11, 2010 by written consent of the Board of Directors and on July 28, 2010 by the shareholders holding (i) a majority of the issued and outstanding shares the Common Stock, par

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value \$.01, voting as a class, (ii) greater than 66.67% of the issued and outstanding shares of Series A Convertible Preferred Stock, par value \$.01, voting as a class, (iii) greater than 66.67% of the issued and outstanding shares of Series B Convertible Preferred Stock, par value \$.01, voting as a class, (iv) greater than 66.67% of the issued and outstanding shares of Series B-1 Convertible Preferred Stock, par value \$.01, voting as a class, and (v) a majority of the total shares of Common Stock, Series A Preferred Stock, Series B Preferred Stock, and Series B-1 Preferred Stock, voting together as a class, in accordance with 607.0704, 607.1003, 607.1004, 607.1006, and 607.1007 of the Florida Business Corporation Act. The number of votes cast for these Fourth Amended and Restated Articles of Incorporation was sufficient for their approval by each voting group and in the aggregate.

4. The Articles of Incorporation are hereby amended by being deleted in their entirety and restated as follows:

ARTICLE I.

Name

The name of the Corporation is UCT Coatings, Inc.

ARTICLE II.

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 7825 S.W. Ellipse Way, Stuart, Florida 34997. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III.

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV.

Shares

The total number of shares of all classes of capital stock that the Corporation has authority to issue is Forty Million (40,000,000) of Common Stock, par value \$.01 per share.

ARTICLE V.

Registered Office and Agent

The street address of the registered office of the Corporation is 7825 SW Ellipse Way, Stuart, Florida 34997 and the name of the Corporation's registered agent is Jeffrey Donahue.

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ARTICLE VI

Indemnification

The Corporation shall indemnify each person acting at any time as a director or officer of the Corporation to the fullest extent permitted by law for all actions or omissions relating to such person's acting in such capacity. To the extent permitted by law, the Corporation shall reimburse each such person for all losses, costs or expenses relating thereto upon demand.


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IN WITNESS WHEREOF, the undersigned has executed this instrument this 28th day of
July, 2010.

UCT COATINGS, INC.

By: 
Name: Jeffrey Donahue
Title: Chief Executive Officer

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