

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

FROG HOLDING, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FROG HOLDING, INC.**

To amend and restate the Articles of Incorporation of a stock Corporation under the provisions of the Florida General Corporations Act, Chapter 607, Florida Statutes (the "Act"), Frog Holding, Inc., a Florida Corporation ("Corporation"), certifies and affirms to the Department of State that the Board of Directors duly proposed, and the shareholders of the Corporation duly adopted the following Amended and Restated Articles of Incorporation of the Corporation on May 8, 2001 to read in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is Frog Holding, Inc. and the principal address for the Corporation is 407 Loblolly Court, Longwood, Florida 32750.

ARTICLE II. DURATION

The Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III. PURPOSE

The Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

4.1. The Corporation is authorized to issue:

1,000,000 shares of voting common stock having no par value; and

1,000,000 shares of preferred stock.

4.2 The Preferred Stock may be issued in one or more series or classes, the terms of which may be determined at the time of issuance by the Board of Directors, without

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further action by Shareholders, and may include voting rights (including the right to vote as a series on particular matters), preferences as to dividends and liquidation, conversion and redemption rights, and sinking fund provisions, and such other provisions as may be permitted by applicable law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 940 Highland Avenue, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at the address is Martin F. Stamp.

ARTICLE VI. INCOPORATOR

The name and address of the Incorporator is Martin F. Stamp, 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE VII. LIMIT ON LIABILITY AND INDEMNIFICATION

6.1 Definitions. For purposes of this Article the following definitions shall apply:

A. "Corporation" means this Corporation only and no predecessor entity or other legal entity;

B. "expenses" include counsel fees, expert witness fees, and costs of investigation (including litigation and appeal), as well as any amounts expended in asserting a claim for indemnification;

C. "liability" means the obligation to pay a judgment, settlement, penalty, fine or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

D. "legal entity" means a Corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise;

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E. "Predecessor entity" means a legal entity the existence of which ceased on its acquisition by the Corporation in a merger or otherwise; and

F. "Proceeding" means any threatened, pending or completed action, suit, proceeding or appeal whether civil, criminal administrative or investigative and whether formal or informal.

6.2 Limit on Liability. The directors and officers of this Corporation shall not be liable to the Corporation or its shareholders in any instance in which the Act (as it exists on the date these Articles are effective or as it exists on the date of an amendment hereto) permits the limitation or elimination of liability of directors or officers of a Corporation to the Corporation or its shareholders.

6.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding, except to the extent that such liability and expenses are incurred because of such individuals' willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation.

A. The determination that indemnification under Section 6.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law and, in the case of an officer, as provided in

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Section 6.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed on by the Board and such person.

B. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding on receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment.

C. The termination of a proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification.

D. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 6.3.

E. No person's rights under Section 6.3 of this Article shall be limited by the provisions of Section 6.4.

6.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements

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for expenses to its directors and officers pursuant to Section 6.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities and any person serving any other legal entity in any capacity at the request of the Corporation and may contract in advance to do so. The determination that indemnification under Section 6.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

6.5 Miscellaneous.

A. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators.

B. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation.

C. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including, without limitation, the mandatory indemnification of directors and officers pursuant to Section 607.0850 of the Act, as they exist on the date these Articles are effective or on the date of an amendment hereto, indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. No person shall be entitled to indemnification by the Corporation, however, to the extent such person is indemnified by another, including an insurer.

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D. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability.

E. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above.

F. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article and, to this end, the provisions of this Article are severable.

6.6 Amendments. The Bylaws may modify or amend this Article to expand the provisions of this Article. The Bylaws, however, may not restrict or limit the provisions of this Article. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

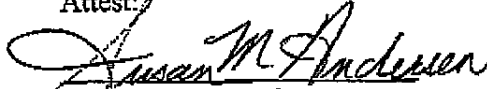
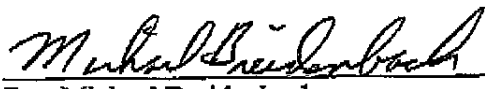
Fax Audit Number: H01000073332 8**ARTICLE VIII. SUPERSESSION**

These restated Articles of Incorporation supersede and take the place of all existing Articles of Incorporation and all amendments.

Signed this 8 day of May, 2001.

FROG HOLDING, INC.

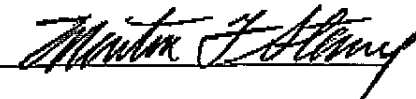
Attest:

 
By: Susan M. Andersen By: Michael Breidenbach
Its: Secretary Its: President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Frog Holding, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Amended and Restated Articles of Incorporation, the City of Longwood, County of Seminole, State of Florida, has named Martin F. Stamp, at 940 Highland Avenue, Orlando, Florida 32803, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: **ACCEPTANCE OF REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


Martin F. Stamp