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10 DEC 15 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ELECTROLYTIC TECHNOLOGIES CORPORATION  
(a Florida Corporation)**

**ARTICLE 1.**

**NAME**

The name of the corporation (the "Corporation") is: Electrolytic Technologies Corporation.

**ARTICLE 2.**

**PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT**

The address of the principal office of the registered office of the Corporation and the mailing address of the Corporation is 19597-G Northeast 10th Avenue, North Miami Beach, FL 33179. The Registered Agent of the Corporation at that address is Edmund M. Cudworth.

**ARTICLE 3.**

**PURPOSE**

The general purpose for which the corporation is organized is to transact or engage in any and all lawful business or activity permitted under the Florida Business Corporation Act ("FBCA") and the laws of the State of Florida and the United States.

**ARTICLE 4.**

**CAPITAL STOCK**

The total number of shares that this Corporation is authorized to issue is twenty-five million (25,000,000) shares of Common Stock, with a par value of \$0.001 per share. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below in this Article 4.

Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

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Voting Rights. The holder of each share of Common Stock shall have the right to one (1) vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the By-laws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### **ARTICLE 5.**

##### **BOARD OF DIRECTORS**

The number of directors of the Corporation shall be fixed from time to time by the By-laws of the Corporation or an amendment thereto duly adopted by the Board of Directors or the Shareholders of the Corporation.

#### **ARTICLE 6.**

##### **LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE 7.**

##### **INDEMNIFICATION**

The corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of stock or of which it is a creditor, to the full extent permitted by law as now or hereafter in effect. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted. The Corporation may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent

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permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**ARTICLE 8.**

**BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

**ARTICLE 9.**

**AMENDMENT**

These Second Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on December 14, 2010.

**ELECTROLYTIC TECHNOLOGIES CORPORATION**

By: 

Name: Edmund M. Cudworth  
Its: Chief Executive Officer

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