

# PO1000054201

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**BASIC AMENDMENT**  
**TWT ACQUISITION CORP.**

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 1, 2001

305-961-3050

TWT ACQUISITION CORP.  
C/O VERNER LIPPERT BERNHARD ETAL.  
200 S BISCAYNE BLVD SUITE 3100  
MIAMI, FL 33131

SUBJECT: TWT ACQUISITION CORP.  
REF: P01000054201

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H01000086218  
Letter Number: 501A00044334

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**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**TYT Acquisition Corp.**

The Articles of Incorporation of TWT Acquisition Corp. are hereby amended and restated in their entirety as follows:

## ARTICLE I

NATIC

The name and address of this corporation shall be:

TWT ACQUISITION CORP.  
c/o CORPDIRECT AGENTS  
LOWER LEVEL  
103 NORTH MERIDIAN STREET  
TALLAHASSEE, FLORIDA 32301

## ARTICLE II

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

### ARTICLE III

**AUTHORIZED SHARES**

This Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

## ARTICLE IV

**TERM OF EXISTENCE**

The term of this Corporation commenced with the original filing of the Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE VREGISTERED OFFICE AND AGENT

The street address of the registered agent of this Corporation in the State of Florida shall be:

CORPDIRECT AGENTS  
LOWER LEVEL  
103 NORTH MERIDIAN STREET  
TALLAHASSEE, FLORIDA 32301

ARTICLE VIBOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall consist of one director. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VIIDIRECTORS - NAME AND STREET ADDRESS

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| <u>Name</u>    | <u>Street Address</u>             |
|----------------|-----------------------------------|
| Joseph McGuire | 10 Pequot Way<br>Canton, MA 02021 |

ARTICLE VIII

| <u>Officers</u> | <u>Names</u>   | <u>Street Address</u>             |
|-----------------|----------------|-----------------------------------|
| President       | Joseph McGuire | 10 Pequot Way<br>Canton, MA 02021 |

The First Amended and Restated Articles of Incorporation was adopted by the Directors of the Corporation and Shareholder of the Corporation, the number of votes cast being sufficient for approval, on July 31, 2001 in the manner prescribed by Section 607.1003 of the Act.

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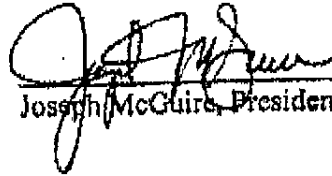
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IN WITNESS WHEREOF, the undersigned duly authorized officer and director of TWT Acquisition Corp. has made and subscribed these First Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 31st day of July, 2001.



Joseph McGuire, President, Secretary and Director

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TWT ACQUISITION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Cynthia A. Hicks  
CorpDirect Agents, Inc.  
Agent for the Registered Agent  
Dated: 7-31-01

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