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Amber Resford

BRASHEAR & ASSOC. P.L.
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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

March 14, 2006

(VIA FEDEX 7908 4622 2711)

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: THE TRAINING SYSTEMS, INC.


Gentlemen:

Please find the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing the following:

| | |
|----------------|----------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 8.75 |

After filing the original Amended and Restated Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,
BRASHEAR & ASSOC., P.L.

By: 
Erin Lubniewski, Legal Assistant

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TRAINING SYSTEMS, INC.**

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Pursuant to the provisions in Section 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following amendments to its Articles of Incorporation pursuant to the unanimous consent of its shareholders:

1. The Articles of Incorporation shall be amended to read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE TRAINING SYSTEMS, INC.**

Article I

Name. The name of this Corporation is The Training Systems, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 1225 SE 4th Terrace, Chiefland, Florida 32626.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$0.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Registered Office and Agent. The street address of the registered office of this Corporation is 417 East Virginia Street, Suite 1, Tallahassee, FL 32301, and the name of the registered agent of this Corporation is Capital Connection, Inc.

Article VIII

Board of Directors. The Corporation shall have two (2) Directors. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. As of the date of filing these Amended and Restated Articles of Incorporation the names and addresses of the Directors of this Corporation are:

| | |
|---------------------|--|
| Peter-Paul Theissen | Wilhelmstrasse 8 D-42781 Haan Germany |
| Gerhard Lechner | Auf dem Forst 18 D- 51375 Leverkusen Germany |

Article IX

Until such time as the Shareholders or Directors shall otherwise appoint, the following persons are appointed to the following offices:

| | |
|---------------------|-----------------------|
| Peter-Paul Theissen | President & Secretary |
| Gerhard Lechner | President & Treasurer |
| Ruben Ford | Vice President |

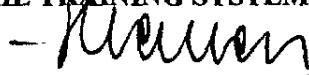
Article X

The name and street address of the initial incorporators of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| MICHAEL D. GORDON | 706 SW 5 TH STREET TRENTON, FL 32693 |
| GEBR. De RIJK BELGIE NV | INDUSTRIEWEG-NOORD 1150 B-3660 OPGLABBEK |

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation this 10th day of March, 2006.

THE TRAINING SYSTEMS, INC.



Peter-Paul Theissen, President & Secretary

Incorporator

FEDERAL REPUBLIC OF GERMANY
LAND NORDRHEIN-WESTFALEN
CITY OF DÜSSELDORF
CONSULATE OF THE UNITED STATES OF AMERICA

The foregoing instrument was acknowledged before me this 10th day of March, 2006, by Peter-Paul Theissen as President and Secretary of The Training Systems, Inc., ~~who is personally known to me~~, or who produced his German Identity Card, # 5131380256 as identification, and who says that he is Incorporator of these Amended and Restated Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

Eric J. Rueter
Consul

Notary Public

My Commission Expires: Indefinite

