

# PO1000072103

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**MODU-BUILT INDUSTRIES, INCORPORATED**

Certificate of Status	1
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Page Count	03
Estimated Charge	\$43.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amended & Restated*

T BROWN SEP - 4 2003

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MODU-BUILT INDUSTRIES, INCORPORATED**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, MODU-BUILT INDUSTRIES, INCORPORATED, does hereby adopt the following Amended and Restated Articles of Incorporation.

The undersigned, president of MODU-BUILT INDUSTRIES, INCORPORATED, does hereby certify that the board of directors, on August 26, 2003, adopted all Amendments provided for herein. The undersigned further certifies that, on August 26, 2003, the shareholders of this Corporation approved the Amendments and the number of votes cast in favor of the Amendments was sufficient for approval.

**ARTICLE I - Name and Address**

The name of this corporation is **MODU-BUILT INDUSTRIES, INCORPORATED**. The mailing address of the corporation is: 30750 US Highway 19 North, Palm Harbor, FL 34684. The address of the corporation's principal office is 30750 US Highway 19 North, Palm Harbor, FL 34684.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Capital Stock**

This corporation is authorized to issue 10,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$.0001.

**ARTICLE IV - Preemptive Rights**

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

**ARTICLE V - Registered Office and Agent**

The street address of the registered office of this corporation is 30750 US Highway 19 North, Palm Harbor, FL 34684, and the name of the initial registered agent of this corporation at that address is David Lamont.

**ARTICLE VI. Directors**

6.1. Number and Appointment. The business of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors of the Corporation shall not be less than two, the exact number to be specified from time to time in the manner set forth in the Corporation's Bylaws.

6.2 Qualifications. Directors need not be shareholders of the Corporation or residents of this or any other state in the United States.

6.3 Vacancies. Vacancies occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors or by holders of a majority of the outstanding shares of stock entitled to vote thereon.

#### ARTICLE VII. Voting Rights for Shareholders

7.1 Quorum Provision. At all shareholders' meetings, including any adjournments thereof, the presence in person or by proxy of holders of seventy-five (75%) percent of the eligible votes represented by outstanding shares of stock entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum.

7.2 Required Vote. The affirmative vote of the holders of seventy-five (75%) percent of the eligible votes represented by the outstanding shares of stock entitled to vote thereon shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws, as provided therein;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Corporation.

#### ARTICLE VIII. Cumulative Voting for Directors

Shareholders shall have no right of cumulative voting for directors.

#### ARTICLE IX. Voting Rights of Directors

9.1 Quorum Provision. At all meetings of the Board of Directors, including any adjournment thereof, the presence in person, or by any means of communication by which all directors participating may simultaneously hear each other, of fifty (50%) percent of the Directors shall be necessary to constitute a quorum.

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9.2 Voting Requirement. The affirmative vote of fifty-one (51%) percent of the full Board of Directors shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws, as provided herein;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; and
- e. The election and any change in the title, duties, salary, or other compensation of an Executive Officer and the removal of any Executive Officer.

ARTICLE <sup>X</sup>VII. Bylaws

The power to adopt the Bylaws of the Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws of the Corporation may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

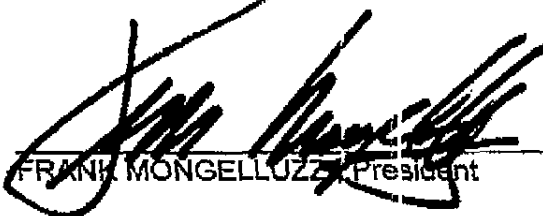
ARTICLE <sup>XI</sup>IX. Amendment of Articles of Incorporation

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved (a) by a majority of the Board of Directors and (b) by the affirmative vote of the holders of seventy-five percent (75%) of the eligible votes represented by outstanding shares of stock entitled to vote thereon at a meeting of stockholders or otherwise as set forth in the Bylaws of the corporation.

ARTICLE <sup>XII</sup>X. Indemnification

The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30 day of August, 2003.

  
FRANK MONGELLUZZO, President

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