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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
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02 MAY -9 PM 2:38
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

VICTORY TELEPHONIC SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Handwritten: *AKERMAN*, *SENERFITT*, *EIDSON*, *5-9*, *6*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 9, 2002

VICTORY TELEPHONIC SYSTEMS, INC.
1323 S.E. 17TH STREET
SUITE 345
FORT LAUDERDALE, FL 33316

SUBJECT: VICTORY TELEPHONIC SYSTEMS, INC.
REF: P02000020430

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. #: H02000135812
Letter Number: 502A00029187

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VICTORY TELEPHONIC SYSTEMS, INC.**

FILED
02 MAY -9 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Victory Telephonic Systems, Inc. originally filed with the Secretary of State of the State of Florida on February 22, 2002, are hereby amended and restated in their entirety as of the 8th day of May, 2002 as follows:

**ARTICLE I
NAME**

The name of the corporation is Victory Telephonic Systems, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Victory Telephonic Systems, Inc., 1323 S.E. 17th Street, Suite 345, Ft. Lauderdale, FL 33316.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be one million (1,000,000) shares of common stock having a par value of \$0.01 per share. The common stock shall be divided into two (2) series: Series A common stock, of which there shall be one hundred thousand (100,000) shares authorized, and Series B common stock, of which there shall be nine hundred thousand (900,000) shares authorized. The Series A common stock shall have voting rights and the Series B common stock shall have no voting rights. Other than with respect to voting rights, the rights of the Series A common stock and the Series B common stock shall be identical.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such

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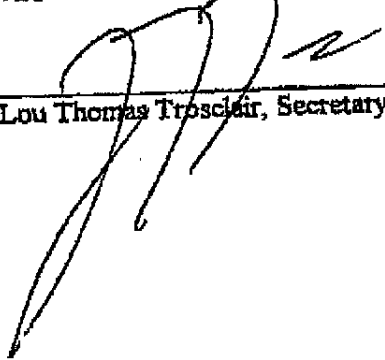
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officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

Pursuant to Section 607.1005 and Section 607.1007 of the Florida Business Corporation Act, the foregoing amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by the Corporation's Board of Directors and by all of the Shareholders of the Corporation on the 8th day of May, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the date first set forth above.

VICTORY TELEPHONIC SYSTEMS, INC.



Lou Thomas Trosclair, Secretary

{FT140935;1}

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T-0627 P.04/05 F-061

954-463-5503

FROM-AKEMAN SENTERPITT EIDSON PA

MAY-08-02 01:19PM

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **VICTORY TELEPHONIC SYSTEMS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of May, 2002.

AMERICAN INFORMATION SERVICES, INC.



Amy Le Grand, Assistant Secretary

{PT140935:1}

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10-01 P.05/05 F-051

954-463-5503

FROM-AKERMAN SENTERFITT EIDSON PA

MAY-09-02 01:19PM