

FROM
Division of Corporations

CHU 11. 2 4 53 ST. 14: 2/NO 1863 33 39 F 1

P02 000039692

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

STARK INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amended & Restated
Art.
12/5/02

FROM

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STARK INDUSTRIES, INC.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Pursuant to Sections 607.0704, 607.0821, and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Stark Industries, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named Stark Industries, Inc., and was originally incorporated in the State of Florida on April 5, 2002, and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and the shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent in lieu of a meeting dated December 3, 2002, and the votes cast for the amendment by the shareholders was sufficient for approval.

ARTICLE I
NAME

The name of the Corporation is: Stark Industries, Inc.

ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606.

ARTICLE III
BUSINESS AND ACTIVITIES

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

Martin A. Traber, Esquire
Florida Bar #0099805
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation in the State of Florida is 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the Registered Agent is Todd F. Walker. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

ARTICLE V
CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 20,000,000 shares, of which 10,000,000 shares shall be Common Stock having a par value of \$0.001 per share and 10,000,000 shares of preferred stock having a par value of \$0.001 per share. Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of December 3rd, 2002.



Todd F. Walker, President

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ACCEPTANCE OF APPOINTMENT BY

REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Stark Industries, Inc.

DATED: Effective this 3rd. day of December, 2002.



Todd F. Walker