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BASIC AMENDMENT

SUNSTATE DESIGNS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-04-2003 2:30AM FROM

P. 2

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUNSTATE DESIGNS, INC.**

FILE
03 FEB -4 PM 3:
SECRETARY OF STAT.
TALLAHASSEE, FLORID.

The undersigned, as President of SUNSTATE DESIGNS, INC., a Florida corporation, for and on behalf of the Corporation, hereby files the following Amended and Restated Articles of Incorporation and states that (a) the Amended and Restated Articles of Incorporation contain amendments requiring approval of the Corporation's shareholders; (b) pursuant to a Written Action dated February 4, 2003 signed by all of the Corporation's shareholders, the amendments contained in the Amended and Restated Articles of Incorporation were approved; and (c) such approval was sufficient for the amendments' approval by the Corporation's shareholders:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Sunstate Design, Inc., and its principal office and mailing address is 12101 31st Court North, St. Petersburg, Florida 33716.

ARTICLE II

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1,000 shares of common stock, no par value. Each share of issued and outstanding common stock

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shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE IV

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE V

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Reinstated Articles of Incorporation this 4th day of February, 2003.



David Larkin, President

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