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*Amended &
Restated
Articles*

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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tuxey, Inc.

Signature

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

04 MAY -4 AM 9:25
DIVISION OF CORPORATIONS

April 6, 2004

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: TWAY, INC.
Ref. Number: P03000100192

We have received your document for TWAY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 704A00022377

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

This document prepared by
Daniel Medina, LL.M.
DANIEL MEDINA, P.A.
464 West Pipkin Road
Lakeland, FL 33813

FILED
04 APR -5 PM 4:32
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TWAY, INC.**

The undersigned Directors hereby execute these Amended and Restated Articles of Incorporation, on behalf of TWAY, Inc. a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of this corporation is: TWAY, Inc.

**ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES**

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same

character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The corporation shall have two classes of stock, common and preferred. The number of authorized shares of common stock of the Corporation shall be 1, 000 shares with a par value of \$1.00. The number of authorized shares of preferred stock of the Corporation shall be 1,000 shares, with a par value of \$1.00 each. There shall be paid of the surplus earnings of the Corporation to the holders of the preferred stock cumulative dividends at the rate not exceeding 3% per cent per annum before any dividends shall be paid on the common stock. All other surplus earning of the Corporation available for the payment of dividends shall be distributed to he holders of the common

stock in proportion to the amount of their holdings.

The entire voting power of the Corporation shall be vested in the holders of record of the common stock on the date established from time to time for such purpose by the board of directors, and each share of common stock shall be entitled to one vote. The Corporation may redeem the whole or any part of the preferred shares at the option of the board of directors on any dividend date by paying \$1,000 per share in addition to an amount equal to all dividends declared but unpaid on the date fixed for such addition to an amount equal to all dividends declared but unpaid on the date fixed for such redemption. Thirty days previous notice in writing shall be given by registered mail to the holders of such preferred stock at their addresses as set forth in the records of the Corporation. On or before the date set in such notice for redemption, the holders of the preferred shares shall deliver the certificates thereof to the treasurer of the Corporation at the place designated in the notice and shall receive the price established for such redemption. In the event that all of such stock is not so redeemed, new certificates shall thereupon be issued to the holders thereof for the remaining shares of such stock still held by them. In the event that any holder of preferred stock shall fail on or before the date fixed for redemption to deliver and surrender the certificate to the treasure to the Corporation for redemption and to accept the amount to be paid therefore, funds necessary for such redemption shall be set apart by the Corporation and held in a special fund for the payment of the redemption price. The holder of preferred stock shall thereafter be entitled at any time to deliver and surrender the preferred stock held by such holder and to receive the amount so set aside for such holder's benefit without any interest thereon. After the making of such deposit, the Corporation shall not be liable to pay to the holder of such preferred stock and the holder of such preferred stock shall

Articles of Incorporation of TWAY, Inc.

thereafter have only the right to receive the amount so deposited, upon surrender of such preferred stock.

Upon the receipt of the notice from the Secretary of the Corporation the holders of preferred stock shall have the right to convert the preferred stock to common stock at a price that is equal to 75% of the price of the common stock as determined by the Board of Directors. The right to convert preferred stock must be exercised within 30 days of receipt of the notice or the right to convert the preferred stock shall lapse. The conversion right of any holder of preferred stock shall not exceed one tenth of one percent of the then issued and outstanding shares of common stock.

If after the organization of the Corporation and the commencement of business by it, the board of directors shall determine that additional capital shall be required, a special meeting of the stockholders shall be called by the President or Secretary for the purpose of considering such matter.

Such notice shall specify the number of additional shares proposed to be issued and the price per share. By the affirmative vote of two-thirds in amount of the number of the shares of the Corporation then issued and outstanding at such meeting, the capital of the Corporation may be increased to an amount as determined by the Board of Directors. In the event of such increase the Secretary of the Corporation shall deliver notice to each holder of common stock of the Corporation specifying the number of additional shares such shareholder is entitled to purchase such shares, the shareholder shall within 30 days after receipt of such notice, deliver to the Secretary a written acceptance of shares such shareholder elects to purchase, accompanied by payment therefore by cashier's check made payable to the Corporation. The Secretary of the Corporation shall deliver notice to each holder of preferred stock of the Corporation specifying such shareholder's right to

convert preferred stock to common stock. If all such additional shares are not purchased by the shareholders as herein provided, the shares not sold may be sold to persons not then shareholders, as shall be determined by a two-thirds majority vote in number of the shares then outstanding.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V. PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is 211 South Florida Avenue, Lakeland, Florida 33801.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 211 South Florida Avenue, Lakeland, Florida 33801. The initial registered agent is Dean Burnett. The Board of Directors may from time to time move the registered office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or

Articles of Incorporation of TWAY, Inc.

more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors is:

Name

Address

Douglas K. Burnetti

211 South Florida Avenue, Lakeland, Florida 33801

Dean Burnetti

211 South Florida Avenue, Lakeland, Florida 33801

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.



Doug Burnetti, Director

Dean Burnetti, Director

Articles of Incorporation of TWAY, Inc.

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared DOUG BURNETTI and DEAN BURNETTI, to me known to be the person described as incorporator in the above or has produced _____ as identification, and acknowledged before me that he subscribed to those Articles of Incorporation.

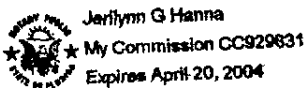
WITNESS my hand and official seal in the county and state named above, this 1 day of ~~February~~, 2003.

April

My Commission Expires:


J Hanna

Notary Public



The Amended and Restated Articles of Incorporation for TWAY, Inc., signed on April 1, 2004 were approved by the majority of the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Signed this 29th day of April, 2004.



Doug Burnetti, Director, Vice President