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MERGER OR SHARE EXCHANGE
SRI Hermetics Inc.

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**ARTICLES OF MERGER
OF
H-TECH, LLC
INTO
SRI HERMETICS INC.**

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act, as amended ("FBCA"), and Section 608.438 of the Florida Limited Liability Company Act, as amended ("FLLCA"), the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one of such entities:

FIRST: The names of the undersigned entities and the states under the laws of which they are respectively incorporated and organized are:

<u>Name of Entity</u>	<u>State</u>
H-Tech, LLC	Florida
SRI Hermetics Inc.	Florida

SECOND: The surviving entity is SRI Hermetics Inc. and it is to be governed by Chapter 607, *Florida Statutes*.

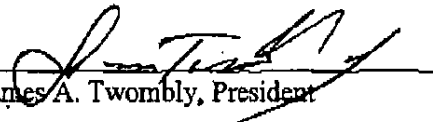
THIRD: The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the Shareholders, and adopted by the Board of Directors, of SRI Hermetics Inc., a Florida corporation, on December 28, 2012, in the manner prescribed by Section 607.1103 of the FBCA. Additionally, the Plan of Merger was approved by the Members and Managing Members of H-Tech, LLC, a Florida limited liability company, on December 28, 2012, in the manner prescribed by Section 608.4381 of the FLLCA.

FOURTH: The effective date of the merger shall be 12:01 A.M. EST on December 31, 2012.


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Dated: December 28, 2012

SRI Hermetics Inc.

By: 
James A. Twombly, President

H-Tech, LLC

By: 
Edward A. Taylor, Managing Member

By: 
Kristen Taylor, Managing Member

Dec. 28. 2012 2:44PM

No. 1042 P. 4

Exhibit A
Plan of Merger

See attached.

PLAN OF MERGER

BY AND BETWEEN

H-TECH, LLC,

AND

SRI HERMETICS INC.

DECEMBER 28, 2012

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made as of December 28, 2012, by **H-TECH, LLC**, a Florida limited liability company ("**H-TECH**"), and **SRI HERMETICS INC.**, a Florida corporation ("**SRIH**"). Certain capitalized terms used in this Plan are defined elsewhere in this Plan.

RECITALS

A. Edward Taylor and Kristen Taylor, husband and wife (the "Members"), own one hundred percent (100%) of the membership interests in H-TECH (the sole class of H-TECH membership interest).

B. SRIH has total outstanding capitalization consisting of one thousand three hundred thirty-three and 339/1000th (1,333.339) shares of voting common stock held by the shareholders listed on Exhibit A (the "Shareholders") in the amounts shown thereon (the sole class of H-TECH capital stock).

C. The managing members of H-Tech and the Members have (a) determined that the transactions described herein are advisable and in the best interests of H-TECH and the Members and (b) approved and adopted this Plan in accordance with Section 608.4381 of the FLLCA.

D. The board of directors of H-TECH has determined that the transactions described herein are advisable and in the best interests of H-TECH and the Shareholders and the Shareholders have approved and adopted this Plan in accordance with Section 607.1103 of the FBCA.

E. This Plan provides for the acquisition of H-TECH by SRIH pursuant to the merger of H-TECH with and into SRIH with SRIH as the Surviving Entity (as hereinafter defined). At the effective time of such merger, the Members membership interests in H-TECH shall be converted into the right to receive the consideration provided herein.

F. The parties intend, by executing this Plan, to adopt a plan of reorganization within the meaning of Section 354(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a "reorganization" under the provisions of Section 368(a) of the Code.

ARTICLE I DEFINITIONS

1.01 **Certain Definitions.** Each of the following terms shall have the meaning given such terms as set forth in the Section of this Plan set forth below opposite such term:

<u>Defined Term</u>	<u>Section</u>
Articles of Merger	2.03
Code	Recitals
Closing	2.02
Closing Date	2.02
Effective Time	2.03
H-TECH	Preamble
Plan	Preamble
SRIH	Preamble
Surviving Entity	2.01

1.02 Additional Definitions. The following terms, when used in this Plan, shall have the meanings set forth below:

"**Capital Securities**" means the outstanding shares of common stock or membership interests of a Constituent Entity, as applicable.

"**Constituent Entity**" means each of SRIH and H-TECH.

"**FBCA**" means the Florida Business Corporation Act, Title XXXVI, Chapter 607 of Florida Statutes.

"**FLLCA**" means the Florida Limited Liability Company Act, Title XXXVI, Chapter 608 of Florida Statutes.

"**Person**" means an individual, firm, corporation (including any non-profit corporation), partnership, limited liability company, joint venture, association, trust, Governmental Authority or other entity or organization.

1.03 Rules of Construction. This Plan shall be construed in accordance with the following rules of construction:

- (a) the terms defined in this Plan include the plural as well as the singular;
- (b) all references in the Plan to designated "Articles," "Sections" and other subdivisions are to the designated Articles, Sections and other subdivisions of the body of this Plan;
- (c) pronouns of either gender or neuter shall include, as appropriate, the other pronoun forms;
- (d) the words "herein," "hereof" and "hereunder" and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision; and
- (e) the words "includes" and "including" are not limiting.

ARTICLE II

TRANSACTIONS AND TERMS OF MERGER

2.01 Merger. At the Effective Time, H-TECH shall be merged with and into SRIH in accordance with the provisions of Section 607.1108 of the FBCA and Section 608.438 of the FLLCA and with the effects provided in Section 607.11101 of the FBCA and Section 608.4383 of the FLLCA (the "Merger"). SRIH shall be the surviving entity (the "Surviving Entity") resulting from the Merger and shall continue to be governed by the Laws of the State of Florida. As a result of the Merger, the separate existence of H-TECH will cease.

2.02 Closing. The closing of the transaction (the "Closing") shall take place at the offices of GrayRobinson, P.A. at 1795 W. Nasa Blvd., Melbourne, FL 32901 as soon as practicable unless another date or place is agreed to in writing by the parties hereto. The date on which the Closing actually occurs is hereinafter referred to as the "Closing Date."

2.03 Effective Time. On the Closing Date, the Surviving Entity will cause the articles of merger to which this Plan is attached (the "Articles of Merger") to be filed with the Department of State of the State of Florida in accordance with the provisions of Section 607.1109 of the FBCA. The Merger

shall become effective at 12:01 A.M. EST on December 31, 2012 in accordance with Section 607.1109 of the FBCA (the "Effective Time").

2.04 Surviving Entity Governing Instruments, Managers and Officers.

(a) At the Effective Time, (i) the articles of incorporation of SRIH as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law, and (ii) the bylaws of SRIH, as in effect immediately prior to the Effective Time, shall be of no further force or effect and the amended and restated bylaws attached hereto as Exhibit B shall be the bylaws of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law.

(b) The directors of SRIH in office immediately prior to the Effective Time and Edward A. Taylor shall serve as the directors of the Surviving Entity from and after the Effective Time in accordance with the articles of incorporation and bylaws of the Surviving Entity.

(c) The officers of SRIH in office immediately prior to the Effective Time shall remain in office and serve as the officers of the Surviving Entity from and after the Effective Time.

2.05 Treatment of Capital Securities. Subject to the provisions of this Article II, at the Effective Time, by virtue of the Merger and without any action on the part of SRIH or H-TECH (or any other person or entity), the Capital Securities of the Constituent Entities shall be converted as follows:

(a) The membership interests of the Members in H-TECH shall be converted into the right to receive four thousand two hundred fifty-five (4,255) shares of SRIH common stock.

(b) Each share of SRIH common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and converted into the right to receive 4.308724148 shares of SRIH common stock.

(c) The managing members of H-TECH have determined that the Members are not entitled to assert appraisal rights under the FLLCA.

2.06 Tax Consequences. It is intended by the parties hereto that the Merger shall constitute a "reorganization" within the meaning of Section 368(a) of the Code and the issuance of the additional shares of SRIH common stock shall constitute a "recapitalization" within the meaning of Section 368(a) of the Code. Each of the parties hereto shall report the Merger and the issuance of the additional shares for federal and state income tax purposes in a manner consistent with such characterization, including the filing of the statement required by Treasury Regulation Section 1.368-3, to the extent permitted by law.

ARTICLE III
MISCELLANEOUS PROVISIONS

3.01 Amendment and Modifications. This Plan may be amended, modified and supplemented by mutual written consent of the board of directors of SRIH and the managing members of H-TECH in accordance with applicable Law.

3.02 Notices. All notices, requests, demands and other communications required or permitted hereunder or by applicable Law shall be in writing addressed to:

(a) H-TECH:

H-Tech, LLC
2172 Siroco Lane
Melbourne, FL 32934
Attn: Edward Taylor, Managing Member

With a copy to:

Dean, Mead, Egerton, Bloodworth, Capouano &
Bozarth, P.A.
800 N. Magnolia Avenue, Suite 1500
Orlando, Florida 32803
Attn: Christopher R. D'Amico

(b) SRIH:

SRI Hermetics Inc.
3950 Dow Road
Melbourne, Florida 32934
Attn: James Twombly, President

With a copy to:

GrayRobinson, P.A.
1795 W. Nasa Blvd.
Melbourne, Florida 32901
Attn: John R. Kancilia

3.03 Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof or affect in any way the meaning or interpretation of this Plan.

3.04 Third Parties. Except as specifically set forth or referred to herein, nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto or their successors and assigns any rights or remedies under or by reason of this Plan.

3.05 Calendar Days. All references to days shall be deemed to refer to calendar days unless this Plan specifically refers to "business days," in which event Saturdays, Sundays, and federal holidays shall be excluded.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written. The execution of this Plan by the parties constitutes an adoption of this Plan within the meaning of Section 607.1101 of the FBCA and Section 608.4381 of the FLLCA.

"H-TECH"

H-TECH, LLC,
a Florida limited liability company

By: 

Name: Edward Taylor
Title: Managing Member

By: 

Name: Kristen Taylor
Title: Managing Member

"SRIH"

SRI HERMETICS INC.,
a Florida corporation

By: 

Name: James A. Twombly
Title: President

EXHIBIT A

SRIH Shareholders

Shareholder	Date of Issuance	Cert. #	Common Shares	Type	% Interest
James Twombly	5/1/2005	1	333.333	Voting	25.00%
James Twombly	5/1/2005	4	166.670	Voting	12.50%
Thomas Drago	5/1/2005	2	333.333	Voting	25.00%
Thomas Drago	5/1/2005	5	166.670	Voting	12.50%
Vince Garrett	5/1/2005	3	333.333	Voting	25.00%
Total			1,333.339		100.00%

EXHIBIT B

Amended and Restated Bylaws

See attached.

AMENDED AND RESTATED BYLAWS

OF

SRI HERMETICS INC.

ARTICLE I.

GENERAL

The provisions of this document constitute the Amended and Restated Bylaws ("Bylaws") of SRI HERMETICS, INC., a Florida corporation hereinafter referred to as the "Corporation", which Bylaws shall be utilized to govern the management and operation of the Corporation. These Bylaws amend and restate those certain bylaws of the Corporation that were adopted on or about January 8, 2004.

ARTICLE II.

OFFICES AND AGENCY

Section 2.1 Registered Office. The registered office of the Corporation in the State of Florida shall be located in the City of Melbourne, Brevard County at such place as may be fixed from time to time by the board of directors of the Corporation.

Section 2.2 Other Offices. The Corporation may have such other offices, either within or without the State of Florida as the board of directors may designate or as the business of the Corporation may from time to time require.

ARTICLE III.

SHAREHOLDERS

Section 3.1 Closing Transfer Books. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the board of directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

Section 3.2 Fixing Record Date. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a

meeting of shareholders, not less than (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken.

Section 3.3 Other Determination of Shareholders. If the stock transfer books are not closed and no record date is fixed for determination of shareholders entitled to notice or to vote at a meeting of shareholders or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

Section 3.4 Adjourned Meetings. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this article, such determination shall apply to any adjournment thereof, unless the board of directors fixes a new record date for the adjourned meeting.

Section 3.5 Record of Shareholders.

(a) The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meetings or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. The list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation, at the principal place of business of the Corporation or at the office of the transfer agent or registrar of the Corporation and any shareholder shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

(b) If the requirements of paragraph (a) above have not been substantially complied with, the meeting, on demand of any shareholder in person or by proxy, shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

ARTICLE IV.
SHAREHOLDERS' MEETINGS

Section 4.1 Annual Meeting. The annual meeting of the shareholders of this Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such time as the board of directors or shareholders shall direct; provided, however, that the annual meeting of the shareholders for any year shall be held no later than thirteen (13) months after the last preceding annual meeting of the shareholders.

Section 4.2 Special Meetings. Special meetings of the shareholders for any purpose may be called at any time by the president of the Corporation, the board of directors, or when requested in writing by the holders of not less than ten percent (10%) of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made. The call for the meeting shall be issued by the secretary, unless the president, board of directors, or shareholders requesting the meeting shall designate another person to do so.

Section 4.3 Place of Meetings. Meetings of shareholders may be held within or without the State of Florida, as the board of directors or the shareholders may from time to time designate. If no designation is made, the place of the meeting shall be the registered office of the Corporation.

Section 4.4 Notice. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 4.5 Adjourned Meetings. A majority of the shareholders present, whether or not a quorum exists, may adjourn any meeting of the shareholders to another time and place. Notice of any such adjourned meeting shall be given to the shareholders who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other shareholders. If, however, after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each shareholder of record on the new record date entitled to vote at such meeting.

Section 4.6 Waiver of Notice. A written waiver of notice signed by any shareholder, whether before or after any meeting, shall be equivalent to the giving of timely notice to said shareholder. Attendance of a shareholder at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a shareholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor

the purpose of, any regular or special meeting of the shareholders need be specified in any written waiver of notice.

Section 4.7 Quorum and Voting.

(a) Shareholders representing a majority of the shares entitled to vote shall constitute a quorum at a meeting of shareholders, unless otherwise specifically provided by these Bylaws or applicable law. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. Attendance shall be either in person or by proxy.

(b) If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Articles of Incorporation, these Bylaws, or otherwise provided by law.

(c) After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. The affirmative vote of a majority of the shares constituting the quorum shall be the act of the shareholders unless otherwise provided by the Articles of Incorporation, these Bylaws or applicable law.

Section 4.8 Voting of Shares.

(a) Unless the Articles of Incorporation, these Bylaws, or applicable law states otherwise, each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders.

(b) Upon the demand of any shareholder, the vote for directors shall be by ballot. All other requirements as to voting, voting trusts and shareholders' agreements shall be in accordance with the laws of the State of Florida.

Section 4.9 Proxies.

(a) Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting or a shareholder's duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy.

(b) Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from

the date thereof unless otherwise provided in the proxy as permitted by applicable law. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise by law.

(c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the shareholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the corporate officer responsible for maintaining the list of shareholders.

(d) If a proxy for the same shares confers authority upon two (2) or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one (1) is present then that one (1), may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such shares shall be prorated.

(e) If a proxy expressly provides, any proxy holder may appoint in writing a substitute to act in his place.

Section 4.10 Voting Trusts. Any number of shareholders of the Corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares for a period not to exceed ten (10) years, as provided by law. A counterpart of the voting trust agreement and a copy of the record of the holders of voting trust certificates shall be deposited with the Corporation at its registered office as provided by law. These documents shall be subject to the same right of examination by a shareholder of the Corporation, in person or by agent or attorney, as are the books and records of the Corporation and shall also be subject to examination by any holder of record of voting trust certificates, either in person or by agent or attorney, at any reasonable time for any proper purpose.

Section 4.11 Shareholder Agreements. The shareholders of the Corporation may enter a written agreement, signed by the parties thereto, providing for the exercise of voting rights in the manner provided in the agreement or relating to any phase of the affairs of the Corporation as provided by law. A shareholder agreement is effective among the shareholders and the Corporation even though it is inconsistent with one (1) or more provisions of these Bylaws if:

(a) at the time of the agreement the Corporation has less than one hundred (100) shareholders, and

(b) the shareholder agreement is set forth in the Articles of Incorporation or Bylaws and is approved by all persons who are shareholders at the time

of the agreement, or is set forth in a written agreement that is signed by all persons who are shareholders at the time of the agreement and such written agreement is made known to the Corporation.

A transferee of shares who has notice or knowledge of the existence of a shareholder agreement takes his shares subject to such agreement.

Section 4.12 Action by Shareholders Without a Meeting.

(a) Any action required by law, these Bylaws, or the Articles of Incorporation of this Corporation to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If any class of shares is entitled to vote thereon as a class, such written consent shall be required of the holders of a majority of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote thereon.

(b) Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation or sale or exchange of assets for which dissenters' rights are provided by law, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of law regarding the rights of dissenting shareholders.

ARTICLE V.
DIRECTORS

Section 5.1 Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the board of directors, except as may otherwise be provided by the Articles of Incorporation, these Bylaws or applicable law.

Section 5.2 Qualification. Directors need not be residents of this state or shareholders of this Corporation.

Section 5.3 Compensation. The shareholders shall have sole authority to fix the compensation of directors.

Section 5.4 Duties of Directors.

(a) A director shall be expected to attend meetings, whether annual or special, of the board of directors and of any committee to which the director has been appointed.

(b) A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(c) In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One (1) or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) Legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(3) A committee of the Board upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

(d) In discharging his duties, a director may consider such factors as the director deems relevant, including the long-term prospects and interests of the Corporation and its shareholders and the social, economic, legal, or other effects of any action on the employees, suppliers, customers of the Corporation, or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the state and the nation.

(e) A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

(f) A person who performs his duties in compliance with this section shall have no liability by reason of having been a director of the Corporation.

Section 5.5 Number. This Corporation shall be managed by a board of directors consisting of at least one (1) director. Upon adoption of these Bylaws, the Corporation shall be managed by the following four (4) directors: James L. Twombly, Thomas Drago, Vince Garrett and Edward Taylor. The number of directors may be increased or decreased from time to time by a resolution of board of directors or by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 5.6 Election and Term. Each person named in the Articles of Incorporation as a member of the initial board of directors shall hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. At each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting, or until a successor shall have been elected and qualified or until the earlier resignation, removal from office or death.

Section 5.7 Vacancies. Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Section 5.8 Removal of Directors.

(a) At a meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him.

(b) If less than the entire board of directors is to be removed and if cumulative voting is permitted by the Articles of Incorporation, no one of the directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire board of directors.

Section 5.9 Resignation of Director. A director may resign from the board of directors by providing written notification of such resignation to the president of the Corporation, and such resignation shall become effective immediately upon receipt by the president of said written notification or at such later date as may be specified in the notification.

Section 5.10 Executive and Other Committees. The directors, by resolution adopted by a majority of the full board of directors, may designate from among its

members an executive committee and one (1) or more other committees, and each such committee shall serve at the pleasure of the board with the authority contained in the Florida Statutes. The board, by resolution, may designate one (1) or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

ARTICLE VI **DIRECTORS' MEETINGS**

Section 6.1 Annual Meetings. Annual meetings of the directors shall be held without other notice than by this Bylaw, immediately after and at the same place as the annual meeting of the shareholders.

Section 6.2 Special Meeting. Special meetings of the board of directors may be called at any time by the president of the Corporation or by any two (2) directors.

Section 6.3 Place of Meeting. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. Members of the board of directors may participate in a meeting of such board by any means of communication by which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

Section 6.4 Notice of Meeting. Written or printed notice stating the place, day and hour of any special meeting of the board of directors shall be given to each director either by personal delivery, by first class mail, or by electronic means, including email, at least two (2) days before the meeting.

Section 6.5 Waiver of Notice. A written waiver of notice signed by any director, whether before or after any meeting, shall be equivalent to the giving of timely notice to said director. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, and any objection to the transaction of business because the meeting is not lawfully called or convened, except when a director attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted at or the purpose of any special meeting of the directors shall be specified in the written waiver of notice.

Section 6.6 Action by Directors Without a Meeting. Any action required or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the directors or all the members of the committee, as the case may be,

and filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

Section 6.7 Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 6.8 Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the directors, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law.

Section 6.9 Voting. Each director who is entitled to vote and who is present at any meeting of the board of directors shall be entitled to one (1) vote on each matter submitted to a vote of the directors. An affirmative vote of a majority of the directors present at a meeting of directors at which a quorum is present shall constitute the approval, ratification and confirmation of the board of directors.

Section 6.10 Directors' Conflicts of Interest.

(a) No contract or other transaction between the Corporation and one (1) or more of its directors or any other corporation, firm, association or entity in which one (1) or more of the directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors: or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent: or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board of directors, a committee or the shareholders.

(b) For purposes of paragraph (a)(1) only, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no relationship or interest in the transaction described in subsection (a), but a transaction may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no such relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with such relationship or interest in the transaction does not affect the validity of any action taken under paragraph (a)(1) if the transaction is otherwise authorized, approved, or ratified as provided therein, but such presence or vote of those directors may be counted for purposes of determining whether the transaction is approved under other provisions of these bylaws.

(c) For purposes of paragraph (a)(2), a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority of the shares entitled to be counted under this subsection (c). Shares owned by or voted under the control of a director who has a relationship or interest in the transaction described in subsection (a) may not be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction under paragraph (a)(2). The vote of those shares, however, is counted in determining whether the transaction is approved under other provisions of these Bylaws. A majority of the shares, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection (c) constitutes a quorum for the purpose of taking action under this subsection (c).

ARTICLE VII **OFFICERS**

Section 7.1 Designation. The officers of this Corporation shall consist of a president, secretary and treasurer, each of whom shall be elected by the board of directors and such other officers and assistant officers and agents as may be deemed necessary and may be elected or appointed by the board of directors from time to time. Any two (2) or more offices may be held by the same person. The failure to elect a president, secretary or treasurer shall not affect the existence of the Corporation.

Section 7.2 Duties. The officers of this Corporation shall have the following duties:

Unless otherwise provided by resolution of the board of directors, the president shall be the chief executive officer of the Corporation, shall preside at all meetings of the shareholders and the board of directors (if he shall be a member of the board), shall have general and active management of the business and affairs of the Corporation and shall see to it that all orders and resolutions of the board of directors are carried into effect. The president shall execute on behalf of the Corporation, and may affix or cause the seal

to be affixed to, all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation; provided, however, the authority of the president to execute any instrument on behalf of the Corporation shall be conditioned upon the prior written approval of the instrument by the board of directors.

The vice-presidents, if any, shall act under the direction of the president and in the absence or disability of the president shall perform the duties and exercise the powers of the president. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe. The board of directors may designate one (1) or more executive vice-presidents or may otherwise specify the order of seniority of the vice-presidents. The duties and powers of the president shall descend to the vice-presidents in such specified order of seniority.

The secretary shall act under the direction of the president. Subject to the direction of the president, the secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record the proceedings. The secretary shall perform like duties for the standing committees when required; shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors; and shall perform such other duties as may be prescribed by the president or the board of directors. The secretary shall keep in safe custody the seal of the Corporation and, when authorized by the president or the board of directors, cause it to be affixed to any instrument requiring it. The secretary shall be responsible for maintaining the stocks transfer book and minute book of the Corporation and shall be responsible for their updating. The secretary may affix or cause to be affixed the seal of the Corporation to documents so requiring the seal.

The treasurer shall act under the direction of the president. Subject to the direction of the president, the treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as designated by the board of directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the president or the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the Corporation. The treasurer shall be an assistant secretary of the Corporation and shall in the absence or disability of the secretary perform the duties and exercise the powers of the secretary.

Section 7.3 Election. The directors shall elect officers of the Corporation annually at the meeting of the directors.

Section 7.4 Tenure Each officer shall take and hold office from the date of his election until the next annual meeting of the board of directors and until his successor shall have been duly elected and shall have qualified or until his death, resignation or until he shall have been removed in the manner provided herein.

Section 7.5 Resignation of Officers. Any officer or agent elected or appointed by the board of directors may resign such office by providing written notification of such resignation to the president (or if the president is resigning, to such other corporate officer) of the Corporation.

Section 7.6 Removal of Officers.

(a) Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in their judgment the best interest of the Corporation would be served thereby.

(b) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

(c) Any officer or agent elected by the shareholders may be removed only by vote of the shareholders, unless the shareholders shall have authorized the board of directors to remove such officer or agent.

Section 7.7 Vacancies. Any vacancy, however occurring, in any office, may be filled by the board of directors.

ARTICLE VIII.
INDEMNIFICATION OF
OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 8.1 Indemnification For Actions Suits or Proceedings.

(a) The Corporation shall have the power to indemnify any person who was or is a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that he 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 incurred in completion with such proceeding, including any appeal thereof, if he 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 was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction,

or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have the power to indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he 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 expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense of such proceeding, including an appeal thereof. Such indemnification shall be authorized if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable, unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made:

(1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding; or

(2) If such a quorum is not obtainable, or even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two (2) or more directors not at the time parties to the proceeding; or

(3) By independent legal counsel:

(i) Selected by the board of directors prescribed in paragraph (1) or the committee prescribed in paragraph (2); or

(ii) If a quorum of the directors cannot be obtained for paragraph (1) and the committee cannot be designated under paragraph (2), selected by a majority vote of the full board of directors (in which directors who are parties may participate); or

(iii) By the shareholders by majority vote of a quorum consisting of shareholders who are not parties to such proceeding, or, if no such quorum is obtainable, by a majority vote of shareholders who are not parties to such proceedings.

(e) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately found not to be entitled to indemnification by the Corporation as authorized in this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

Section 8.2 Other Indemnification. The indemnification and advancement of expenses provided in these Bylaws are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, to the extent permitted by law. Indemnification and advancement of expenses provided in this article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit the heirs, executors, and administrators of such persons, unless otherwise provided when authorized or ratified.

Section 8.3 Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is 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 any 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 shall have indemnified him against such liability under the provisions of this Article.

Section 8.4 Definitions. In the interpretation of the provisions of this article, the definition of terms contained in the Florida Business Corporation Act provisions on indemnification shall apply.

ARTICLE IX. **STOCK CERTIFICATES**

Section 9.1 Certified and Uncertificated Shares.

(a) The board of directors may authorize the issuance of some or all of the shares of any or all of its classes or series with or without certificates. Within a reasonable time after the issuance or transfer of shares without certificates, the secretary of the Corporation shall send the shareholder a statement showing the name of the Corporation, the laws of the state under which the Corporation is organized; the name of the person to whom shares are issued; the number and class of shares and the designation of the series, if any; the designations, relative rights, preferences and limitations applicable to each different class of shares and the variation and rights, preferences, and limitations determined for each series of a class; and any restriction on the transfer or registration of the transfer of shares imposed by the Articles of Incorporation, these Bylaws, applicable law or any shareholder agreement which has been delivered to the Corporation.

(b) No certificate for shares and no statement described in subsection 9.1(a) shall be issued with respect to any share until such share is fully paid.

Section 9.2 Form.

(a) Certificates representing shares of the Corporation shall be signed by the president and secretary or by such other officers authorized by the directors under the laws of the State of Florida, and may be sealed with the seal of the Corporation or a facsimile thereof.

(b) If there is more than one (1) class of stock, every certificate representing shares issued by the Corporation shall set forth or fairly summarize upon the face or back of the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge a full statement of the designations, preferences, limitations and relative rights of the shares of each class or series authorized to be issued the variations in the relative rights and preferences between the share of each series so far as the same have been fixed and determined and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

(c) Every certificate representing shares which are restricted as to the sale, disposition or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

(d) Each certificate representing shares shall be consecutively numbered or otherwise identified. All certificates representing shares shall state upon the face thereof. The name of the Corporation; that the Corporation is organized under the laws of this state; the name of the person or persons to whom issued; the number and class of shares and the designation of series, if any, which such certificate represents; the par value of each share represented by such certificate or a statement that the shares are without par value.

Section 9.3 Registered Owner. Registered shareholders only shall be entitled to be treated by the Corporation as the holder in fact of the stock standing in their respective names, and the corporation shall not be bound to recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Florida.

Section 9.4 Lost, Stolen or Destroyed Certificates. The Corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate:

(a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken;

(b) requests the issue of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim;

(c) gives bond in such form as the Corporation may direct, to indemnify the Corporation, the transfer agent, and registrar against any claim that may be on account of the alleged loss, destruction, or theft of a certificate: and

(d) satisfies any other reasonable requirements imposed by the Corporation.

Section 9.5 Transfer of Shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, and cancel the old

certificate; every such transfer shall be entered on the transfer book of the Corporation which shall be kept at its principal office.

ARTICLE X.
BOOKS AND RECORDS

Section 10.1 Place. The books and records of the Corporation may be kept at such places within or without the state of Florida as the board of directors may determine from time to time. The stock record books and the blank stock certificate books shall be kept by the secretary or by any other officer or agent designated by the board of directors.

Section 10.2 Addresses of Shareholders. Each shareholder of the Corporation shall furnish to the secretary or transfer agent of the Corporation, if any, an address at which notices of meetings and all other corporate notices may be served upon and mailed to him or her and if such shareholder shall fail to designate such address, corporate notices may be served upon him or her by mail, postage prepaid, to him or her at his or her post office address, last known to the secretary or to the transfer agent or by transmitting a notice thereof to him or her at such address by telegraph, cable or other available method.

ARTICLE XI.
DIVIDENDS

The board of directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares upon the terms and conditions provided by law.

ARTICLE XII.
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January in each year.

ARTICLE XIII.
CORPORATE SEAL

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, state of incorporation, year of incorporation and the words "corporate seal."

ARTICLE XIV.
CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.