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**ARTICLES OF RESTATEMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CHOICE ENVIRONMENTAL SERVICES, INC.**

Pursuant to Sections 607.10025, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned, being the sole director and the Chief Executive Officer of Choice Environmental Services, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Corporation was organized and its Initial Articles of Incorporation were filed with the Florida Department of State on February 5, 2004 (the "Initial Articles"). The document number of the Corporation is P04000025188. The Initial Articles were amended and restated by Amended and Restated Articles of Incorporation filed with the Florida Department of State (prior to the filing and effectiveness of these Amended Articles, as defined below) on December 10, 2009 and were further amended by Articles of Amendment dated as of December 30, 2010 filed with the Florida Department of State (the "First Articles Amendment"), and the Initial Articles, as so amended and restated, and further amended by the First Articles Amendment are referred to herein as the "Current Articles").

2. The amended and restated articles of incorporation of the Corporation set forth herein ("Amended Articles") contain an amendment requiring shareholder approval. The Corporation has fewer than 35 shareholders and no act of the directors is required to effect the amendment and the adoption of the amendment; nevertheless, the sole director of the Corporation has recommended and approved the adoption of the amendment and these Amended Articles.

3. Pursuant to Florida Statute Section 607.0704, these Amended Articles, and the amendment set forth herein, were approved by written consent dated December 30, 2010 by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. The holders of the Corporation's Common Stock, Series A Preferred Stock and Series B Preferred Stock were entitled to vote as separate voting groups on the amendment, and the consent for the amendment by the shareholders in each such voting group was sufficient for the approval by that voting group.

4. The Current Articles are amended to provide for the division of each one (1) issued and outstanding share of the Corporation's Common Stock into one thousand (1,000) shares of Common Stock, no par value per share.

5. Effective as of the date of the filing of these Articles of Restatement with the Florida Department of State, the text of the articles of incorporation of the Corporation is amended and restated in its entirety to read as follows:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CHOICE ENVIRONMENTAL SERVICES, INC.**

**ARTICLE I
NAME**

The name of the Corporation is CHOICE ENVIRONMENTAL SERVICES, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the Corporation is 2860 State Road 84, #103, Fort Lauderdale, Florida 33312-4810.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Authorized Shares

The total number of shares of capital stock which the Corporation is authorized to issue is sixty million (60,000,000), of which fifty million (50,000,000) shares are common stock, no par value per share ("Common Stock"), and ten million (10,000,000) shares are preferred stock, par value \$.001 per share ("Preferred Stock").

A description of the respective classes of stock and a statement of the designations, preferences, voting powers, relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the Preferred Stock and Common Stock are as follows:

Common Stock Split

Upon the filing with the Florida Department of State of these Articles of Restatement, each one (1) issued and outstanding share of Common Stock of the Corporation shall thereby and thereupon be divided into one thousand (1,000) validly issued, fully paid, and non-assessable shares of Common Stock.

Each person or entity who, as of the date of the filing of these Articles of Restatement, held of record any issued and outstanding shares of Common Stock shall receive, upon surrender of such person's or entity's certificate(s) for such shares of Common Stock to the Corporation's president, secretary or other authorized agent, a new stock certificate or certificates to evidence and represent the number of shares of post-split Common Stock to which such person or entity is

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entitled after the filing of these Articles of Restatement. Stock certificates evidencing shares of Common Stock that are not exchanged will, after this stock split, represent the number of shares of post-split Common Stock into which the pre-split shares of Common Stock represented by such certificate(s) was divided. The holders of unexchanged stock certificates will not be entitled to receive any dividends or other distributions, if any, payable by the Corporation after the date of filing of these Articles of Restatement with respect to their shares of post-split Common Stock until they surrender their certificates representing pre-split shares of Common Stock to the Corporation; and such dividends and distributions, if any, will be accumulated and, at the time of such surrender, all such unpaid dividends and distributions, if any, will be paid without interest.

Common Stock

Relative Rights.

All references, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions on the shares of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

Voting Rights.

Except as otherwise required by law or these Articles of Incorporation, each holder of shares of Common Stock shall have one vote in respect of each share of stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters submitted to a vote of shareholders of the Corporation.

Dividends.

Subject to the preferential rights of the shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

Dissolution, Liquidation or Winding Up.

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively.

Preferred Stock Authorized

The Board of Directors may issue Preferred Stock from time to time in one or more series

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or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;
- (b) The dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;
- (c) The right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;
- (d) The rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;
- (e) The voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;
- (f) The obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise, and the terms and conditions of such obligation;
- (g) The terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and
- (h) Any other rights, preferences or limitation of the shares of such series or class.

Statements of Rights and Preferences for Series A Preferred Stock

There is hereby created a class of Series A Preferred Stock having the designations of rights and preferences set forth below.

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Designation.

There shall be a series of Preferred Stock which shall consist of three hundred thousand (300,000) shares and shall be designated as Series A Exchangeable Preferred Stock (referred to herein as "Series A Preferred Stock").

Definitions.

(a) The term "Dividend Parity Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to the payment of dividends.

(b) The term "Liquidation Parity Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to distribution of assets upon liquidation.

(c) The term "Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock of the Corporation and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to the payment of dividends and the distribution of assets upon liquidation.

(d) The term "Dividend Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to the payment of dividends.

(e) The term "Liquidation Junior Stock" as used herein with respect to Series A Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series A Preferred Stock as to distribution of assets upon liquidation.

(f) The term "Senior Stock" as used herein with respect to Series A Preferred Stock shall mean all other stock of the Corporation ranking senior thereto as to the payment of dividends or distribution of assets upon liquidation.

(g) The term "Per Share Price" as used herein with respect to Series A Preferred Stock shall be the original issuance price of the Series A Preferred Stock which shall be \$1.00 (One US Dollar) per share of Series A Preferred Stock.

Dividends.

(a) The holders of the Series A Preferred Stock shall be entitled to receive dividends on such shares on a pro rata, per share basis equivalent to the dividends, if any, declared and paid in respect of the Corporation's Common Stock (e.g., if a dividend of \$.10 per share is declared and paid on each share of Common Stock, then a dividend of \$.10 per share shall be declared and paid on each share of Series A Preferred Stock). The Series A Preferred Stock shall be Dividend Junior Stock as to all classes and series of the Corporation's other Preferred Stock, whether now or hereafter

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authorized or issued, and all of such other classes and series of Preferred Stock shall be Senior Stock with respect to the Series A Preferred Stock. Dividends shall be payable on the date on which the Board of Directors shall declare dividends to be due and payable (a "Dividend Payment Date").

(b) Subject to the provisions of the section titled "Redemption" under these Statements of Rights and Preferences for Series A Preferred Stock, dividends on the Series A Preferred Stock shall not accrue or be payable until declared, and shall not be cumulative or accumulate. Dividends shall be paid to the record owner of such shares on the stock register of the Corporation at the close of business on the Dividend Payment Date.

Liquidation Rights.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series A Preferred Stock shall be entitled to receive from the assets of the Corporation payment in cash of the Per Share Price, and no more, before any amount shall be paid or set aside for, or any distribution of assets shall be made to the holders of Common Stock or other Liquidation Junior Stock. The Series A Preferred Stock shall be Liquidation Junior Stock as to all classes and series of the Corporation's other Preferred Stock, whether now or hereafter authorized or issued and all of such other classes and series of Preferred Stock shall be Senior Stock with respect to the Series A Preferred Stock. If, upon such liquidation, dissolution or winding up, the amounts available for distribution to the holders of Series A Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such amounts shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series A Preferred Stock then outstanding.

Neither a consolidation nor merger of the Corporation with or into any other corporation, nor a merger of any other corporation into the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the outstanding shares of any class or classes of the Corporation, nor a sale or transfer of all or any part of its assets shall be considered a liquidation, dissolution or winding up of the Corporation within the meaning of this section.

Redemption.

The Series A Preferred Stock shall not be redeemable, in whole or in part, without the prior written consent of the holder thereof. Any redemption of Series A Preferred Stock shall be effected, if at all, on such terms and conditions as the holder thereof and the Corporation shall determine by negotiation and mutual written agreement. In no event whatsoever shall the Corporation have any right to compel any holder of Series A Preferred Stock to accept any proposal for redemption thereof, nor shall any such holder have any liability whatsoever to the Corporation if it rejects any or all such proposals.

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Exchange or Conversion Rights.

The holders of shares of the Series A Preferred Stock shall have the right, exercisable at any time and from time to time after the date of the filing of these Articles of Restatement until such shares are redeemed as set forth above, to convert and exchange with the Corporation all or any part of such shares of Series A Preferred Stock for shares of Common Stock of the Corporation ("Series A Conversion Shares"), at an initial conversion or exchange ratio (the "Series A Conversion Ratio") of one (1) share of Series A Preferred Stock for one (1) share of Common Stock of the Corporation. Notwithstanding anything to the contrary herein, no adjustment to the Series A Conversion Ratio shall be made as a result of the division of Common Stock that is contemplated by these Amended Articles and that occurs upon the filing of these Articles of Restatement.

In order to effect such conversion or exchange, the holder shall deliver to the Corporation at its principal executive office notice of the exchange together with the certificates representing shares of the Series A Preferred Stock duly endorsed to the Corporation or in blank. The Corporation shall deliver the Series A Conversion Shares issuable upon such conversion to the holder within ten days of the date (the "Series A Exchange Date") of the Corporation's receipt of such notice and certificates. On and after the Series A Exchange Date, the Series A Preferred Stock shall no longer be deemed outstanding for any purpose, except for the continuing right of the holder of the Series A Preferred Stock to receive any unpaid dividends that were declared and due and payable prior to the Series A Exchange Date.

The number of Series A Conversion Shares issuable upon such conversion shall be subject to adjustment from time to time as follows:

(a) If, at any time after the date of the filing of these Articles of Restatement, the number of shares of Common Stock outstanding is increased by a subdivision, conversion or split-up of shares of Common Stock, then, following the record date fixed therefor, the Series A Conversion Ratio shall be appropriately adjusted by increasing the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock in proportion to such increase in outstanding shares of Common Stock.

(b) If, at any time after the date of the filing of these Articles of Restatement, the number of shares of Common Stock outstanding is decreased by a stock combination, reverse split or conversion, then, following the record date for such combination, reverse stock split or conversion, the Series A Conversion Ratio shall be appropriately adjusted by decreasing the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock in proportion to such decrease in outstanding shares of Common Stock.

(c) In case, at any time after the date of the filing of these Articles of Restatement, there occurs any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or

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from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or a consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock) or a sale or other disposition of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, each share of Series A Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which the holder of the number of shares of Common Stock deliverable (immediately prior to the time of such reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of such share of Series A Preferred Stock would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this Section shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

Exercise of Conversion Right.

(a) To exercise the right to convert set forth in this Section, a holder of shares of Series A Preferred Stock shall deliver to the Corporation at its principal executive offices, marked to the attention of the Secretary of the Corporation, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, endorsed to or accompanied by a separate assignment to the Corporation, and a written notice (a "Notice of Series A Conversion") stating (i) such holder's wish to exercise the right to convert such shares, and (ii) the name or names and addresses in which and to which securities or other property then deliverable upon conversion of such shares should be registered and delivered (if to a person other than the holder and/ or to an address other than the holder's address of record). Subject to the provisions set forth below, the conversion of a share of Series A Preferred Stock shall be deemed effective, and such share shall cease to be outstanding for any purpose, upon receipt by the Corporation of the aforementioned Notice of Series A Conversion and certificate representing such share, provided the same are received prior to any redemption date, and the sole right of the holder of such share after conversion shall be to receive the securities or other property then issuable upon the conversion thereof.

(b) If the Notice of Series A Conversion submitted by a holder of shares of Series A Preferred Stock requests that shares of Common Stock be issued in the name of any person other than the registered owner of the shares to be converted, the Corporation may require, as a condition to the effectiveness of such conversion, that the persons or entities in whose names such shares of Common Stock are to be issued (i) supply such information, (ii) agree to such restrictions on transfer of securities of the Corporation issuable upon such conversion, and (iii) comply with such other requirements as the Corporation may reasonably request or impose to assure compliance with applicable securities laws.

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(c) The above provisions of this Section shall similarly apply to successive issuances, sales, dividends or other distributions, subdivisions and combinations on or of the Common Stock after the date of the filing of these Articles of Restatement.

(d) The Corporation will not, by amendment of the Corporation's articles of incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all of the provisions hereof and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holder of Series A Preferred Stock against impairment.

(e) Notwithstanding anything in these articles of incorporation to the contrary, the Series A Conversion Ratio shall not be adjusted (i) by virtue of the conversion of shares of Series A Preferred Stock into shares of Common Stock, or (ii) by reason of the issuance of Common Stock upon the exercise of options, warrants or similar rights outstanding on the date of the filing of these Articles of Restatement or pursuant to the anti-dilution provisions thereof.

(f) Upon the occurrence of each adjustment or readjustment of the Series A Conversion Ratio pursuant to this Section, the Corporation, at its expense upon request by any registered owner of shares of Series A Preferred Stock, shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each such holder a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. Such certificate shall set forth (i) such adjustment and readjustment, (ii) the current Series A Conversion Ratio for the shares of Series A Preferred Stock at the time in effect, (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock, and (iv) if such adjustment is the result of an issuance of Common Stock, the number of shares of Common Stock issued and the consideration received therefor.

(g) The Corporation at all times will reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock such number of its shares of Common Stock as from time to time will be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect such conversion, in addition to such other remedies as may be available to the holders of shares of Series A Preferred Stock for such failure, the Corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

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(h) No fractional shares shall be issued upon conversion of shares of Series A Preferred Stock. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares which the holder of such shares is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay the holder an amount in cash equal to the fair market value of such fractional share on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(i) The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Series A Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which such shares of Common Stock are being issued.

(j) All shares of Common Stock which may be issued in connection with conversion of shares of Series A Preferred Stock as provided herein, upon issuance by the Corporation, shall be validly issued, fully paid and non-assessable and free from all taxes, liens or charges with respect thereto.

(k) Except as expressly provided herein, shares of Series A Preferred Stock shall have the same rights and privileges as shares of the Corporation's Common Stock.

Voting.

The Series A Preferred Stock shall be entitled to vote on all matters which are presented to the holders of Common Stock for approval, and shall vote with the holders of the Common Stock as one class, except as provided below:

(a) The Series A Preferred Stock, voting as a separate class and each share having one (1) vote, shall have the exclusive right to elect a numerical majority (e.g., two members of a three member Board of Directors, three members of a four or five member Board of Directors, four members of a six or seven member Board, etc.) of the members of the Board of Directors of the Corporation, and to remove or replace any one or more such director(s) at any time for any reason, or without any reason or cause; and

(b) The Series A Preferred Stock, voting as a separate class and each share having one (1) vote, shall have the right to approve or disapprove, regardless of the vote of the Common Stock, or of any other class of Preferred Stock, any amendment to (or restatement of) the Articles of Incorporation, any amendment to the Corporation's Bylaws, and any creation of a class of stock *pari passu* with, or preferential to, the Series A Preferred Stock, with respect to voting rights.

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Restrictions on Certain Corporate Action.

So long as any Series A Preferred Stock shall remain outstanding, the Corporation shall not, without the affirmative vote of the holders of at least a majority of the holders of the Series A Preferred Stock at the time outstanding:

(a) authorize any new class of shares of Senior Stock, Dividend Parity Stock or Liquidation Parity Stock, or an increase in the authorized amount of any class of shares of Senior Stock, Dividend Parity Stock or Liquidation Parity Stock;

(b) issue any other shares of Series A Preferred Stock;

(c) sell substantially all of its assets;

(d) merge or consolidate with or into any other corporation or other entity; or

(e) amend its Articles of Incorporation to affect the Corporation's authorized capital structure, other than to authorize, or increase the authorized number of, capital stock in the Corporation of any class.

Statements of Rights and Preferences for Series B Preferred Stock

Upon the filing with the Florida Department of State of these Articles of Incorporation, there is hereby created a class of Series B Preferred Stock having the designations of rights and preferences set forth below.

Designation.

There shall be a series of Preferred Stock which shall consist of Three Million One Hundred Thousand (3,100,000) shares and shall be designated as Series B Exchangeable Cumulative Preferred Stock (referred to herein as "Series B Preferred Stock").

Definitions.

(a) The term "Dividend Parity Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to the payment of dividends.

(b) The term "Liquidation Parity Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking equally therewith as to distribution of assets upon liquidation.

(c) The term "Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock of the Corporation and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to the payment of dividends and the distribution of assets upon liquidation.

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(d) The term "Dividend Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to the payment of dividends.

(e) The term "Liquidation Junior Stock" as used herein with respect to Series B Preferred Stock shall mean the Common Stock and all other stock of the Corporation ranking junior to the Series B Preferred Stock as to distribution of assets upon liquidation.

(f) The term "Senior Stock" as used herein with respect to Series B Preferred Stock shall mean all other stock of the Corporation ranking senior thereto as to the payment of dividends or distribution of assets upon liquidation.

(g) The term "Per Share Price" as used herein with respect to Series B Preferred Stock shall be the original issuance price of the Series B Preferred Stock which shall be: (a) as to Series B Preferred Stock purchased outright for cash, \$1.00 (One US Dollar) per share of Series B Preferred Stock, and (b) as to Series B Preferred Stock issuable upon conversion or exchange of debt of the Corporation, and actually so issued upon such conversion or exchange, the greater of (i) \$.50 (fifty cents) per share of Series B Preferred Stock, or (ii) the amount of debt (both as to outstanding principal and as to accrued interest) that is actually so converted or exchanged for Series B Preferred Stock.

Dividends.

The holders of the Series B Preferred Stock shall be entitled to receive, as and if declared by the Board of Directors of the Corporation out of the funds of the Corporation legally available therefor, dividends at an initial annual dividend rate per share of ten percent (10%) of the Per Share Price, and no more. Dividends shall be payable on the date on which the Board of Directors shall declare dividends to be due and payable (a "Dividend Payment Date").

(a) Dividends on the Series B Preferred Stock shall begin to accrue and shall be cumulative from the date of original issuance thereof (the "Issue Date"). Accumulated dividends shall not bear interest. Dividends shall be paid to the record owner of such shares on the stock register of the Corporation at the close of business on the Dividend Payment Date.

(b) Subject to the provisions of the section titled "Redemption" under these Statements of Rights and Preferences for Series B Preferred Stock, unless full cumulative dividends on outstanding shares of Series B Preferred Stock have been paid, no dividend or other distribution (except in Junior Stock) shall be declared or paid on Common Stock or on other Dividend Junior Stock. A dividend on account, or in full, for arrears for any past dividend period may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, as may be fixed by the Board of Directors. To the extent that the amount paid at any time or from time to time on the shares of Series B Preferred Stock shall be less than the total amount

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due and payable on such shares, such amount shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series B Preferred Stock then outstanding.

Liquidation Rights.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series B Preferred Stock shall be entitled to receive from the assets of the Corporation payment in cash of the Per Share Price, plus a further amount equal to unpaid cumulative dividends on the Series B Preferred Stock accrued to the date when such payment shall be made available to the holders thereof, and no more, before any amount shall be paid or set aside for, or any distribution of assets shall be made to, the holders of Common Stock or other Liquidation Junior Stock. If, upon such liquidation, dissolution or winding up, the amounts available for distribution to the holders of Series B Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such amounts shall be paid pro rata to each record owner of such shares in the proportion that the total number of such shares owned bears to the total number of shares of the Series B Preferred Stock then outstanding.

Neither a consolidation nor merger of the Corporation with or into any other corporation, nor a merger of any other corporation into the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the outstanding shares of any class or classes of the Corporation, nor a sale or transfer of all or any part of its assets shall be considered a liquidation, dissolution or winding up of the Corporation within the meaning of this section.

Redemption.

The Series B Preferred Stock shall be not redeemable, in whole or in part, without the prior written consent of the holder thereof. In no event whatsoever shall the Corporation have any right to compel any holder of Series B Preferred Stock to accept any proposal for redemption thereof, nor shall any such holder have any liability whatsoever to the Corporation if it rejects any or all such proposals. If and only if the holder thereof agrees to such redemption in writing, the Series B Preferred Stock may be redeemable, in whole or in part, by payment of the Per Share Price, plus any unpaid dividends accumulated from prior Dividend Payment Dates.

Manner of Redemption.

(a) Redemption of Series B Preferred Stock shall be conducted in such manner and under such procedures as the Corporation and the holder thereof shall mutually agree in writing (the "Redemption Procedures").

(b) Shares of Series B Preferred Stock redeemed by the Corporation shall be restored to the status of authorized and unissued shares of Preferred Stock, undesignated as to series, and may be reissued by the Corporation as shares of one or more series of Preferred Stock other than Series B Preferred Stock.

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(c) If the Corporation complies with the Redemption Procedures, and if, on or before the redemption date specified in such Redemption Procedures, all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the Series B Preferred Stock to be redeemed so as to be available therefor, then, from and after the date set for such redemption and the setting aside of such funds, notwithstanding that any certificate for shares of Series B Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares no rights in or with respect to the Corporation except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates; and after the date designated for redemption, such shares shall not be transferable on the books of the Corporation.

Voting Rights.

Except as otherwise required by applicable law, the Series B Preferred Stock shall have identical voting rights with the Common Stock of the Corporation.

Exchange or Conversion Rights.

The holders of shares of the Series B Preferred Stock shall have the right, exercisable at any time and from time to time after the date of the filing of these Articles of Restatement and until such shares are redeemed as set forth above, to convert and exchange with the Corporation all or any part of such shares of Series B Preferred Stock for shares of Common Stock of the Corporation ("Series B Conversion Shares"), at an initial conversion or exchange ratio (the "Series B Conversion Ratio") of one (1) share of Series B Preferred Stock for one (1) share of Common Stock of the Corporation. Notwithstanding anything to the contrary herein, no adjustment to the Series B Conversion Ratio shall be made as a result of the division of Common Stock that is contemplated by these Amended Articles and that occurs upon the filing of these Articles of Restatement.

In order to effect such conversion or exchange, the holder shall deliver to the Corporation at its principal executive office notice of the exchange together with the certificates representing shares of the Series B Preferred Stock duly endorsed to the Corporation or in blank. The Corporation shall deliver the Series B Conversion Shares issuable upon such conversion to the holder within ten days of the date (the "Series B Exchange Date") of the Corporation's receipt of such notice and certificates. On and after the Series B Exchange Date, the Series B Preferred Stock shall no longer be deemed outstanding for any purpose, except for the continuing right of the holder of the Series B Preferred Stock to receive any unpaid dividends accrued or accumulated prior to the Series B Exchange Date.

The number of Series B Conversion Shares issuable upon such conversion shall be subject to adjustment from time to time as follows:

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(a) If, at any time after the date of the filing of these Articles of Restatement, the number of shares of Common Stock outstanding is increased by a subdivision, conversion or split-up of shares of Common Stock, then, following the record date fixed therefor, the Series B Conversion Ratio shall be appropriately adjusted by increasing the number of shares of Common Stock issuable upon conversion of each share of Series B Preferred Stock in proportion to such increase in outstanding shares of Common Stock.

(b) If, at any time after the date of the filing of these Articles of Restatement, the number of shares of Common Stock outstanding is decreased by a stock combination, reverse split or conversion, then, following the record date for such combination, reverse stock split or conversion, the Series B Conversion Ratio shall be appropriately adjusted by decreasing the number of shares of Common Stock issuable upon conversion of each share of Series B Preferred Stock in proportion to such decrease in outstanding shares of Common Stock.

(c) In case, at any time after the date of the filing of these Articles of Restatement, there occurs any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or a consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock) or a sale or other disposition of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, each share of Series B Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which the holder of the number of shares of Common Stock deliverable (immediately prior to the time of such reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of such shares of Series B Preferred Stock would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this Section shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

Exercise of Conversion Right.

(a) To exercise the right to convert set forth in this Section, a holder of shares of Series B Preferred Stock shall deliver to the Corporation at its principal executive offices, marked to the attention of the Secretary of the Corporation, the certificate or certificates representing the shares of Series B Preferred Stock to be converted, endorsed to or accompanied by a separate assignment to the Corporation, and a written notice (a "Notice of Series B Conversion") stating (i) such holder's wish to exercise the right to convert such shares, and (ii) the name or names and addresses in which and to which securities or other property then deliverable upon conversion of such

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shares should be registered and delivered (if to a person other than the holder and/ or to an address other than the holder's address of record). Subject to the provisions set forth below, the conversion of a share of Series B Preferred Stock shall be deemed effective, and such share shall cease to be outstanding for any purpose, upon receipt by the Corporation of the aforementioned Notice of Series B Conversion and certificate representing such share, provided the same are received prior to any redemption date, and the sole right of the holder of such share after conversion shall be to receive the securities or other property then issuable upon the conversion thereof.

(b) If the Notice of Series B Conversion submitted by a holder of shares of Series B Preferred Stock requests that shares of Common Stock be issued in the name of any person other than the registered owner of the shares to be converted, the Corporation may require, as a condition to the effectiveness of such conversion, that the persons or entities in whose names such shares of Common Stock are to be issued (i) supply such information, (ii) agree to such restrictions on transfer of securities of the Corporation issuable upon such conversion, and (iii) comply with such other requirements as the Corporation may reasonably request or impose to assure compliance with applicable securities laws.

(c) The above provisions of this Section shall similarly apply to successive issuances, sales, dividends or other distributions, subdivisions and combinations on or of the Common Stock after the date of the filing of these Articles of Restatement.

(d) The Corporation will not, by amendment of the Corporation's articles of incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all of the provisions of hereof and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holder of Series B Preferred Stock against impairment.

(e) Notwithstanding anything in these articles of incorporation to the contrary, the Series B Conversion Ratio shall not be adjusted (i) by virtue of the conversion of shares of Series B Preferred Stock into shares of Common Stock, or (ii) by reason of the issuance of Common Stock upon the exercise of options, warrants or similar rights outstanding on the date of the filing of these Articles of Restatement or pursuant to the anti-dilution provisions thereof.

(f) Upon the occurrence of each adjustment or readjustment of the Series B Conversion Ratio pursuant to this Section, the Corporation, at its expense upon request by any registered owner of shares of Series B Preferred Stock, shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each such holder a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. Such certificate shall set forth (i) such adjustment and readjustment, (ii) the current Series B

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Conversion Ratio for the shares of Series B Preferred Stock at the time in effect, (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series B Preferred Stock, and (iv) if such adjustment is the result of an issuance of Common Stock, the number of Shares of Common Stock issued and the consideration received therefor.

(g) The Corporation at all times will reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock such number of its shares of Common Stock as from time to time will be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect such conversion, in addition to such other remedies as may be available to the holders of shares of Series B Preferred Stock for such failure, the Corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

(h) No fractional shares shall be issued upon conversion of shares of Series B Preferred Stock. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares which the holder of such shares is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay the holder an amount in cash equal to the fair market value of such fractional share on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(i) The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Series B Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series B Preferred Stock in respect of which such shares of Common Stock are being issued.

(j) All shares of Common Stock which may be issued in connection with conversion of shares of Series B Preferred Stock as provided herein, upon issuance by the Corporation, shall be validly issued, fully paid and non-assessable and free from all taxes, liens or charges with respect thereto.

(k) Except as expressly provided herein, shares of Series B Preferred Stock shall have the same rights and privileges as shares of the Corporation's Common Stock.

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Rank of Series A and Series B Preferred Stock

The Series A and Series B Preferred Stock shall rank senior to the Corporation's Common Stock with respect to the rights and preferences set forth above in these Articles of Incorporation. The Corporation's Board of Directors may, from time to time and at any time, designate additional classes or series of stock with rights and preferences senior to that of the Series A Preferred Stock and/or the Series B Preferred Stock, provided that no such stock shall have voting rights or preferences senior to the Series A Preferred Stock's voting rights as set forth above in these Articles of Incorporation.

**ARTICLE V
BOARD OF DIRECTORS**

Composition of the Board of Directors

The Corporation shall have at least one (1) and no more than seven (7) directors. As of the date of the filing of these Articles of Restatement, the number of directors shall be one, subject to increase up to seven (7) or decrease at any time, or from time to time, by the Board of Directors; provided that the Board of Directors (the "Board") shall never be comprised of less than one director.

As used herein, "Preferred Shareholder" shall mean all holders of the Corporation's Series A Preferred Stock, and "Preferred Director" shall mean any member of the Board that is subject to election by the Preferred Shareholder.

Resignation, Removal, Etc.

The Preferred Shareholder, and any other person who now or hereafter has the right to designate any director to the Board, shall have the exclusive right to remove the director designated by it for any reason, and in the event of any vacancy on the Board resulting from the resignation, removal, incapacity or death of any director designated by the Preferred Person or any other person, such person shall have the exclusive right to designate a replacement director.

**ARTICLE VI
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**ARTICLE VII
REGISTERED AGENT**


The Registered Agent of the Corporation is Kenneth R. Swank. The address of the Registered Agent is 2860 State Road 84, #103, Fort Lauderdale, Florida 33312-4810.

The written acceptance of the Registered Agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto.

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IN WITNESS WHEREOF, the undersigned sole Director has caused these Articles of Restatement to be executed as of the 30th day of December, 2010.




Glen M. Miller, Director

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: As of December 30, 2010



Name: Kenneth R. Swank
Registered Agent

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