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**BUILDERS RECRUITING INC.**

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January 13, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAKER & HOSTETLER, LLP

SUBJECT: BUILDERS RECRUITING, INC.  
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P.O BOX 6327 - Tallahassee, Florida 32314

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BUILDERS RECRUITING INC.**

**FILED**  
09 JAN 14 AM 10:35  
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Pursuant to the requirements of the Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Second Amended and Restated Articles of Incorporation of Building Recruiting Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 9, 2004 (the "Incorporation Date"). The original Articles of Incorporation were amended and restated pursuant to the filing of Amended and Restated Articles of Incorporation filed with the Department of State of Florida (the "State") on December 26, 2007 (the "Amended and Restated Articles").

**ARTICLE I—NAME AND DURATION**

The name of the Corporation shall be "Builders Recruiting Inc." The duration of the Corporation is perpetual.

**ARTICLE II—PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation are 290 NE 5<sup>th</sup> Avenue, #6, Delray Beach, Florida 33483.

**ARTICLE III—REGISTERED OFFICE AND AGENT**

The Registered Office of this Corporation shall be at 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301 and the Registered Agent at such address shall be Capitol Corporate Services, Inc.

**ARTICLE IV—CORPORATE PURPOSES, POWERS, AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## **ARTICLE V—CAPITAL STOCK**

The Corporation shall have authority to issue 1,000 shares of common stock, having a par value of \$.001 (the "Common Stock"), all of which shall be issued fully paid and non assignable, of which 500 shares shall be "Voting Common Stock" and 500 shares shall be "Non-Voting Common Stock." The preferences, limitations, and relative rights attributable to Voting Common Stock and Non-Voting Common Stock shall be identical except that Non-Voting Common Stock shall not be entitled to vote on any corporation matter unless expressly required in accordance with the Florida Business Corporation Act. Owners of Voting Common Stock shall vote in the election of directors and other matters of corporate governance; owners of Non-Voting Common Stock shall not be entitled vote in the election of directors or other matters of corporate governance.

## **ARTICLE VI- BOARD OF DIRECTORS**

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## **ARTICLE VII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE VIII - BYLAWS**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE X - TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

#### ARTICLE VI—EFFECTIVE DATE

The effective date of these Second Amended and Restated Articles will be as of the date of filing of these Second Amended and Restated Articles with the State.

The foregoing Second Amended and Restated Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation and the shareholders of the Corporation on the 12<sup>th</sup> day of January, 2007.

BUILDERS RECRUITING INC., a Florida  
corporation

By: Colby Berger  
Name: Colby Berger  
Title: Partner

REGISTERED AGENT ACCEPTANCE OF DESIGNATION

The undersigned, by and through its authorized agent, hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned further agree to comply with the provision of all statutes relative to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes. Or, if this document is being filed to merely reflect a change in the registered office address, the undersigned hereby confirm that the limited liability company has been notified in writing of this change.

By: Delanie Case

Name: Delanie Case

Title: asst. sec.

Date: 1-12-09

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