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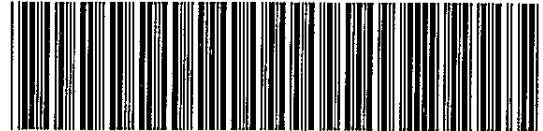
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1st Amended & Restated

Articles of Incorporation

for

Kevin Thompson Services, Inc.

A Florida for-profit corporation

FILED
06 JAN 27 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as President and Director of a Florida for-profit corporation under chapter 607, Florida Statutes (the "Act"), hereby adopt(s) these 1st Amended & Restated Articles of Incorporation of Kevin Thompson Services, Inc., ("the Corporation" or "this Corporation" hereafter), in order to amend Article VII "Officers" hereof as adopted by the Board of Directors on 17 January 2005 and whereas no shares have yet been issued such that no shareholder action is required in order to effect the amendment, and otherwise making no substantive amendment, change or modification to those initial Articles filed for the Corporation on or about 7 December 2005 as restated and set forth hereafter, and certifies the following information:

I. **ARTICLE 1 - NAME.** The legal name of this Corporation is:

Kevin Thompson Services, Inc.

II. **ARTICLE 2 - PURPOSE & POWERS.** The Corporation shall be organized for the purpose of conducting any lawful business and shall, consistent with the Act and Corporate Bylaws, have the same powers as an individual to do all things necessary or convenient to carry out the Corporation's purpose, business and affairs.

III. **ARTICLE 3 - DURATION.** Upon effectiveness, this Corporation's term shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Bylaws of the Corporation.

IV. **ARTICLE 4 - ADDRESS.** The business of the Corporation shall be principally conducted at, and all Corporation mail/correspondence shall be directed to:

Principal Office Address:

Attn: Kevin Thompson
Kevin Thompson Services, Inc.

Mailing Address:

Attn: Kevin Thompson
Kevin Thompson Services, Inc.

110 Fairway Oaks Drive
Orange Park, FL 32003

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Orange Park, FL 32003

- V. **ARTICLE 5 - STOCK.** The Corporation shall be authorized to issue one hundred (100) shares of common stock, all of one class, with a par value of \$1.00 per share. At the request of a shareholder, the President and Secretary shall authenticate the number of shares held by certificate which shall bear a legend in prominent type setting forth those items required by s. 607.0625, Fla. Stat., and additionally advising potential transferee/shareholders conspicuously on its face that the security is a "limited security" within the meaning of the Securities Act of '33, and that the interest represented thereby is subject to stock purchase, control and voting agreement and other requirements and restrictions related to transfer.

- VI. **ARTICLE 6 - BOARD OF DIRECTORS.** The corporate powers of this Corporation shall be vested in a Board of Directors (the "Board"). Until such time as an election may be held in accordance with the Act and the Bylaws, the initial, sole member and Chair of the Board shall be:

Director and Chair: **Kevin Thompson**

Consistent with the Act and these Articles, the qualifications and terms of the Board, manner of selection, and the time, place and manner of calling meetings, giving notice of and conducting the meetings, and the number of Directors which shall constitute a quorum at meetings of the Board, shall be prescribed by the Bylaws.

- VII. **ARTICLE 7 - OFFICERS.** This Corporation shall have a President/Treasurer and a Vice President/Secretary, who shall be different persons and who shall be appointed by and serve at the pleasure of the Board, and who shall manage the conduct and day-to-day affairs of the Corporation. This Corporation may have such inferior officers as the Board may in its discretion determine. The duties, qualifications, manner and time of elections and terms of office of all officers of this Corporation shall be as prescribed by the Bylaws of the Corporation.

Until such time as these Articles be modified by amendment or updated through the filing of an annual uniform business report with the Florida Secretary of State, the principal officers shall be as follows:

President/Treasurer: **Kevin Thompson**
Vice President/Secretary: **Daniel Thompson**

- VIII. **ARTICLE 8 - BYLAWS.** The Board shall adopt (and may periodically amend) a set of Bylaws concurrent with the execution of these Articles, which Bylaws shall control the ownership of, and regulate the conduct of, this Corporation, to the extent not inconsistent with the Act and these Articles.

- IX. **ARTICLE 9 - INCORPORATORS.** The name and address of the incorporator to the original filed Articles was as follows:

Incorporator: **Kevin Thompson**
110 Fairway Oaks Drive
Orange Park, FL 32003

- X. **ARTICLE 10 - REGISTERED AGENT, OFFICE AND ACCEPTANCE.** The name of the Company's appointed registered agent and the Florida street address of its registered office for service of process are designated, accepted and certified as follows:

Registered Agent: **Kevin Thompson**
110 Fairway Oaks Drive
Orange Park, FL 32003

Having been named as registered agent and to accept service of process for the Corporation at the place above designated, I certify that I am familiar with, and accept, the obligations of the position of registered agent as provided for in chapter 607, Florida Statutes.



Kevin Thompson

IN WITNESS WHEREOF, affirming under the penalties of perjury that the facts above stated are true and correct to the best of knowledge and belief in accordance with section 607, Florida Statutes, and certifying that no shares have been issued such that the amendment to Article VII set forth above was adopted by the Board of Directors without need for shareholder approval, subscribe my name to these 1st Amended & Restated Articles of Incorporation for Kevin Thompson Services, Inc., a Florida for-profit corporation, as its President and Director this _____ day of January, 2006.

By:



Kevin Thompson, President & Director
Kevin Thompson Services, Inc.