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2006 AUG - 1 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DIVISION OF CORPORATIONS  
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*Amend + Rest.*

C. Coulllette AUG 01 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 279665 5020727  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 43.75

ORDER DATE : August 1, 2006  
ORDER TIME : 10:53 AM  
ORDER NO. : 279665-005  
CUSTOMER NO: 5020727

DOMESTIC AMENDMENT FILING

NAME: ZIMEK TECHNOLOGIES MANAGEMENT  
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ZIMEK TECHNOLOGIES MANAGEMENT COMPANY**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Zimek Technologies Management Company, a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** The Corporation is named Zimek Technologies Management Company and was originally incorporated in the State of Florida effective February 8, 2006, and these Amended and Restated Articles of incorporation shall amend, restate, and supercede in their entirety any and all prior Articles of Incorporation, as amended, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

**SECOND:** These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated July 31, 2006 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders were sufficient for approval.

**ARTICLE I**

**NAME**

The name of the corporation is Zimek Technologies Management Company (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5043 Winwood Way, Orlando, Florida 32819.

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### **ARTICLE III**

#### **PURPOSE**

The Corporation may engage in any lawful activity for which corporations may be organized under the Florida Business Corporations Act.

### **ARTICLE IV**

#### **CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock with a par value of one dollar (\$1.00) per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

### **ARTICLE V**

#### **REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 5043 Winwood Way, Orlando, Florida 32819. The registered agent shall be Kurt E. Grosman.

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

The Corporation shall have a board of directors, the number of which shall be established by the Corporation's bylaws.

### **ARTICLE VII**

#### **BYLAWS**

The board of directors of this Corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such bylaws.

## **ARTICLE VIII**

### **PREEMPTIVE RIGHTS**

The Corporation elects to have shareholder preemptive rights in accordance with the terms set forth in the Stockholders' Agreement, dated July 31, 2006, by and among Roy Beckett, Kurt E. Grosman, David Sparks, and the Corporation.

## **ARTICLE IX**

### **INDEMNIFICATION**

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

## **ARTICLE X**

### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Amended and Restated Articles of Incorporation this 31<sup>st</sup> day of July, 2006.

**ZIMEK TECHNOLOGIES  
MANAGEMENT COMPANY**

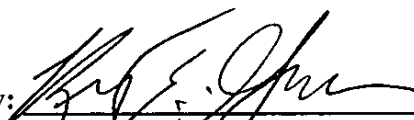
By: 

**Kurt E. Grosman,  
President**

## CERTIFICATE

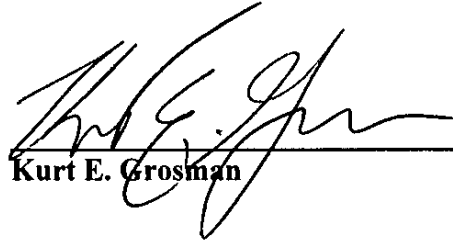
The Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and by the stockholders of Zimek Technologies Management Company (the "Corporation") in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated July 31, 2006 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders were sufficient for approval.

The undersigned President of this Corporation has executed these Restated and Amended Articles of Incorporation this 31<sup>st</sup> day of July, 2006.

By:   
Kurt E. Grosman,  
President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Zimek Technologies Management Company, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
Kurt E. Grossman

**Dated: July 31, 2006**