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*Amended & Restated
Art.*

03/06/06

FROM

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEACH HOLDINGS, INC.**

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This corporation was incorporated on February 27, 2006, under the name Peach Holdings, Inc. (the "Corporation"). Pursuant to Section 607.1005, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the sole incorporator of the Corporation on March 3, 2006. Shareholder approval was not required for adoption of the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation adopted by the sole incorporator omit items of historical interest only.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

Name

The name of the Corporation is: Peach Holdings, Inc.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address (including the mailing address) of the Principal Office of the Corporation is 6501 Park of Commerce Blvd., Suite 140 B, Boca Raton, Florida 33487. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

4.1 Authorized Shares. The total number of shares of capital stock that the Corporation shall have the authority to issue shall be One Hundred Fifty Million (150,000,000) shares of Common Stock having a par value of \$0.001 per share. Each share of Common Stock shall have the same rights as, and be identical in all respects to, all of the other shares of Common Stock.

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4.2 Preemptive Rights.

(a) Subject to the provisions of this Section 4.2 and unless waived or otherwise determined by a resolution of the Board of Directors in respect of such issuance or otherwise, if the Corporation proposes to issue equity securities (as defined below):

- (1) it shall not issue any of them on any terms to a person unless it has made an offer to each person who holds relevant shares (as defined below) to issue to him on the same or more favourable terms a proportion of those securities which is as nearly as practicable equal to the proportion held by him of the aggregate of relevant shares, and
- (2) it shall not issue any of those securities to a person unless the period during which any such offer may be accepted has expired or the Corporation has received notice of the acceptance or refusal of every offer so made.

(b) Section 4.2(a) does not apply to a particular issuance of equity securities if these are, or are to be, wholly or partly paid up otherwise than in cash; and securities which the Corporation has offered to issue to a holder of relevant shares may be issued to him, or anyone in whose favour he has renounced his right to their issuance, without contravening Section 4.2(a)(2).

(c) Section 4.2(a) does not apply to the issuance of securities which would, apart from a renunciation or assignment of the right to their issuance, be held under an employee plan.

(d) Section 4.2(a) does not apply to the issuance of securities in exchange solely for cash in one or more transactions during any consecutive period of twelve months in an aggregate amount equal to not more than 5 per cent of the relevant shares outstanding on the first day of such twelve-month period before the first of any such issuances.

(e) Subject to the following provisions of Section 4.2, an offer under Section 4.2(a) shall be in writing and shall be made to a holder of shares either personally or by sending it by first class U.S. mail, prepaid, or by a reputable delivery service to him at his address shown on the stock records of the Corporation. If sent by mail, the offer is deemed to be made five business days after mailing.

(f) Where shares are held by two or more persons jointly, the offer under Section 4.2(a) may be made to the joint holder first named in respect of the shares in the stock records of the Corporation.

(g) In the case of a holder's death or bankruptcy, the offer under Section 4.2(a) may be made:

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- (1) by sending it addressed to the persons claiming to be entitled to the shares in consequence of the death or bankruptcy by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address supplied for the purpose by those so claiming, or
- (2) (until such an address has been so supplied) by giving the notice in any manner in which it might have been given if the death or bankruptcy had not occurred.

(h) The offer under Section 4.2(a) must state a period of not less than 21 days during which it may be accepted; and the offer shall not be withdrawn before the end of that period.

(i) This Section 4.2 is without prejudice to any statute, rule or regulation by virtue of which a company is prohibited (whether generally or in specified circumstances) from offering or issuing equity securities to any person. Where the Corporation cannot by virtue of statute, rule or regulation offer or issue equity securities to a holder of relevant shares, or if in the reasonable judgment of the Board of Directors, compliance therewith would be unduly burdensome on the Corporation because registration, qualification or other consent or approval would be required by virtue of such statute, rule or regulation, this Section 4.2 shall have effect as if the shares held by that holder were not relevant shares.

(j) The following definitions and terms apply for the interpretation of Section 4.2.

- (1) "Employee plan" means a plan for employees, directors or consultants.

"Equity security" means a relevant share in the Corporation (other than a bonus share), or a right to subscribe for, or to convert securities into, relevant shares in the Corporation but shall exclude any right to acquire shares pursuant to (x) the Contribution and Exchange Agreement pursuant to which the Corporation becomes the holding company of Peach Holdings LLC, or (y) any option agreement entered into by the Corporation before or simultaneously with its acquisition of Peach Holdings LLC.

- (2) A reference to the issuance of equity securities or of equity securities consisting of relevant shares of a particular class includes the grant of a right to subscribe for, or to convert any securities into, relevant shares in the Corporation or (as the case may be) relevant shares of a particular class; but such a reference does not include the issuance of any relevant shares pursuant to such a right.

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- (3) "Relevant shares" means shares of Common Stock in the Corporation.
- (4) A reference to a class of shares is to shares to which the same rights are attached as to voting and as to participation, both as respects dividends and as respects capital, in a distribution.
- (5) In relation to an offer to issue securities required by this Section 4.2, a reference (however expressed) to the holder of shares of any description is to whoever was at the close of business on a date, to be specified in the offer and to fall in the period of 28 days immediately before the date of the offer, the holder of record of shares of that description.

ARTICLE 5 **Transfer Restrictions**

5.1 Definitions. The following definitions shall apply for purposes of this Article 5:

- (a) "1934 Act" means the Securities Exchange Act of 1934, as it may be amended from time to time.
- (b) "Capital Stock" means the Common Stock and any other class of equity securities, as defined by the 1934 Act, subsequently issued by the Corporation.
- (c) "Held of Record" shall have the same definition as set forth in Rule 12g5-1 under the 1934 Act, or any successor provision. "Hold of Record" and "Holder of Record" shall have correlative meanings.
- (d) "Public Company Threshold" means 500 Holders of Record, or such other number of shareholders as may subsequently be set forth in Section 12(g), or any successor provision, of the 1934 Act as the minimum number of Holders of Record or shareholders for a class of Capital Stock to be required to be registered under Section 12 of the 1934 Act.
- (e) "Redemption Price" means the lower of (i) the price paid by the transferee from whom shares of Capital Stock are being redeemed, or (ii) the price determined in good faith by the Board of Directors of the Corporation as the fair market value of such Capital Stock on the relevant date.

5.2 Limitation on Ownership and Transfer.

- (a) No person shall acquire shares of Capital Stock if immediately thereafter the Public Company Threshold would be equaled or exceeded with respect to such class of Capital Stock.
- (b) If immediately after any direct or indirect transfer of Capital Stock (including but not limited to the transfer into the name of a pledgee as record owner, or a transfer

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for the purposes of circumventing the registration requirements of Section 12 of the 1934 Act) the Public Company Threshold would be equaled or exceeded with respect to such class of Capital Stock, such transfer shall be void ab initio.

5.3 Remedies for Breach.

(a) If the Board of Directors or a committee thereof shall at any time determine in good faith that a transfer has taken place that falls within the scope of Section 5.2 or that a person intends to acquire any shares of Capital Stock that would result in a violation of Section 5.2 (whether or not such violation is intended), the Board of Directors or a committee thereof shall take such action as it or they deem advisable to refuse to give effect to or to prevent such transfer, including, but not limited to, refusing to give effect to such transfer on the books of the Corporation or instituting proceedings to enjoin such transfer.

(b) Without limiting Section 5.2, any purported transferee of shares acquired in violation of Section 5.2 and any person retaining shares of Capital Stock in violation of Section 5.2 shall be deemed to have acted as agent on behalf of the Corporation in holding those shares acquired or retained in violation of Section 5.2 and shall be deemed to hold such shares in trust on behalf of and for the benefit of the Corporation. Such shares shall be deemed a separate class of stock until such time as the shares are sold or redeemed as provided in Section 5.3(c). The holder shall have no right to receive dividends or other distributions with respect to such shares, and shall have no right to vote such shares. Such holder shall have no claim, cause of action or any other recourse whatsoever against any transferor of shares acquired in violation of Section 5.2. The holder's sole right with respect to such shares shall be to receive, at the Corporation's sole and absolute discretion, either (i) consideration for such shares upon the resale of the shares to one or more existing shareholders as directed by the Corporation pursuant to Section 5.3(c) or (ii) the Redemption Price pursuant to Section 5.3(c). Any distribution by the Corporation in respect of such shares acquired or retained in violation of Section 5.2 shall be repaid to the Corporation upon demand.

(c) The Board of Directors shall, within six months after receiving notice of a transfer that violates Section 5.2 or a retention of shares in violation of Section 5.2, either (in its sole and absolute discretion, subject to the requirements of Florida law applicable to redemptions) (i) direct the holder of such shares to sell all shares held in trust for the Corporation pursuant to Section 5.3(b) for cash to one or more existing shareholders in such manner as the Board of Directors directs, or (ii) redeem such shares for the Redemption Price in cash on such date within such six month period as the Board of Directors may determine. If the Board of Directors directs the holder to sell the shares, the holder shall receive such proceeds as the trustee for the Corporation and pay the Corporation out of the proceeds of such sale (i) all expenses incurred by the Corporation in connection with such sale, plus (ii) any remaining amount of such proceeds that exceeds the amount paid by the holder for the shares, and the holder shall be entitled to retain only the amount of such proceeds in excess of the amount required to be paid to the Corporation.

5.4 Notice of Restricted Transfer. Any person who acquires, attempts or intends to acquire, or retains shares in violation of Section 5.2 shall immediately give written notice to the

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Corporation of such event and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such transfer, attempted or intended transfer, or retention, on the Corporation.

5.5 Remedies Not Limited. Nothing contained in this Article 5 shall limit the authority of the Board of Directors to take such other action as it deems necessary or advisable to prevent the Corporation from having to register any class of Capital Stock under the 1934 Act.

5.6 Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Article 5, including without limitation any definition contained in Section 5.1, the Board of Directors in its sole discretion shall have the power to determine the application of the provisions of this Article 5 with respect to any situation based on the facts known to it.

5.7 Legend. All certificates representing shares of Capital Stock of the Corporation shall bear a legend referencing the restrictions on ownership and transfer as set forth in these Articles.

5.8 Termination of Private Status. The Board of Directors may waive or revoke the restrictions set forth in this Article 5 if it determines, in its discretion, that registering a class of Capital Stock under the 1934 Act would be in the interest of the Corporation.

5.9 Severability. If any provision of this Article 5 or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and the application of such provisions shall be affected only to the extent necessary to comply with the determination of such court.

ARTICLE 6

Disclosure of Interests in Shares and Related Restrictions

6.1 Certain Definitions. For the purposes of this Article 6:

(a) "Relevant Capital Stock" means the Corporation's issued capital stock of any class carrying rights to vote generally at meetings of shareholders of the Corporation; and for the avoidance of doubt (i) where the Corporation's share capital is divided into different classes of shares, references to Relevant Capital Stock are to the issued capital stock of each such class taken separately and (ii) the temporary suspension of voting rights in respect of shares comprised in issued capital stock of the Corporation of any such class does not affect the application of this Article 6 in relation to interests in those or any other shares comprised in that class;

(b) "interest" means, in relation to the Relevant Capital Stock, any interest of any kind whatsoever in any shares comprised therein (disregarding any restraints or restrictions to which the exercise of any right attached to the interest in the share is, or may be, subject) and without limiting the meaning of interest, a person shall be deemed to have an interest or be interested in a share if:

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- (1) he enters into a contract for its purchase by him (whether for cash or other consideration) or offer on terms which are the same in relation to all the shares to which the offer relates or, when those shares include shares of different classes, in relation to all the shares of each class; or
- (2) a transfer which is shown to the satisfaction of the Board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is not connected with a shareholder and with any other person appearing to be interested in the shares; or
- (3) a transfer in consequence of a sale made through the AIM market of the London Stock Exchange plc or any stock exchange outside the United Kingdom on which the Corporation's shares of the same class are normally traded.

(c) "relevant time" means: (1) in the case of Section 6.2(a) or (c)(1), the time of the relevant event or change of circumstances; and (2) in the case within Section 6.2(b) or 6.2(c)(2), the time at which the person became aware of the facts in question; and

(d) a person who is interested in shares comprised in Relevant Capital Stock has a "notifiable interest" at any time when the aggregate number of shares in the Relevant Capital Stock in which he has such interests is equal or more than 3 per cent of the aggregate number of shares of that Relevant Capital Stock (unless the person who is interested in shares comprised in Relevant Capital Stock has an interest other than a "material interest", as defined in section 199(2A) of the 1985 Act, in which case such person has a "notifiable interest" at any time when the aggregate number of shares in the Relevant Capital Stock in which he has such interests is equal or more than 10 per cent of the aggregate number of shares of Relevant Capital Stock).

(e) a transfer of shares is an "Excepted Transfer" if:

- (1) it is a transfer of shares pursuant to an acceptance of an offer to acquire all the shares, or all the shares of any class or classes, in the Corporation (other than shares which at the date of the offer are already held by the offeror), being an offer on terms which are the same in relation to all the shares to which the offer relates or, where those shares include shares of different classes, in relation to all the shares of each class; or
- (2) a transfer which is shown to the satisfaction of the Board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is not connected with a shareholder and with any other person appearing to be interested in the shares; or

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- (3) a transfer in consequence of a sale made through the AIM market of the London Stock Exchange plc or any stock exchange outside the United Kingdom on which the Corporation's shares of the same class as the Default Shares are normally traded.

Wales. (f) "1985 Act" means the Companies Act 1985 (as amended) of England and

6.2 Notification of Interest in Shares. Where a shareholder:

- (a) either:
 - (1) has acquired an interest in shares comprised in Relevant Capital Stock or knows that any other person has acquired an interest in shares so comprised of which he is a registered holder, or
 - (2) ceases to be interested in shares comprised in Relevant Capital Stock or knows that any other person has ceased to be interested in shares so comprised of which he was the registered holder (whether or not retaining an interest in other shares so comprised), or
- (b) either:
 - (1) becomes aware that he has acquired an interest in shares comprised in Relevant Capital Stock or that any other person has acquired an interest in shares so comprised of which he is a registered holder, or
 - (2) becomes aware that he has ceased to be interested in shares comprised in Relevant Capital Stock or that any other person has ceased to be interested in shares so comprised of which he was the registered holder; or
- (c) other than in circumstances set out in Section 6.2(a) or (b) above either:
 - (1) is aware at the time when it occurs of any change of circumstances affecting facts relevant to the application of this Article 6 to an existing interest of his in shares comprised in the Corporation's capital stock of any description or an existing interest of any other person in shares so comprised of which he is the registered holder, or
 - (2) otherwise becomes aware of any such facts (whether or not arising from any such change of circumstances),

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then (x) in the circumstances as set out in Section 6.2(d), the shareholder shall become obliged to notify the Corporation of his interests (if any), in its shares and (y) in the circumstances as set out in Section 6.2(e), he shall become obliged, to the extent he is lawfully able to do so, to notify the Corporation of the interests of any other person in such shares of which that shareholder is the registered holder. In the case of (y) only, to the extent a shareholder is not lawfully able to notify the Corporation of the interests of a person in shares of which that shareholder is the registered holder, such shareholder shall use his reasonable efforts to procure a notification by such person of his interests in such shares to the Corporation.

(d) A shareholder shall notify the Corporation of his interests (if any) in the Relevant Capital Stock if:

- (1) he has a notifiable interest immediately after the relevant time, but did not have such interest immediately before that time;
- (2) he had a notifiable interest immediately before the relevant time, but does not have such an interest immediately after it; or
- (3) he had a notifiable interest immediately before the relevant time, and has such an interest immediately, after it, but the percentage levels of his interest immediately before and immediately after that time are not the same.

(e) A shareholder shall, to the extent he is lawfully able to do so, notify the Corporation of the interests of any other person in the Relevant Capital Stock of which that shareholder is the registered holder (or, to the extent he is not lawfully able to make such notification, shall use his reasonable efforts to procure a notification by such person of his interests to the Corporation) if:

- (1) such person has a notifiable interest immediately after the relevant time, but did not have such interest immediately before that time;
- (2) such person had a notifiable interest immediately before the relevant time, but does not have such an interest immediately after it; or
- (3) such person had a notifiable interest immediately before the relevant time, and has such an interest immediately after it, but the percentage levels of his interest immediately before and immediately after that time are not the same.

(f) Subject to the next following sentence, "percentage level", in Section 6.2(d)(3) and Section 6.2(e)(3) means the percentage figure found by expressing the aggregate number of all the shares comprised in the Relevant Capital Stock concerned in which the person has interests immediately before or (as the case may be) immediately after the relevant time as a percentage of the aggregate number of shares of the Relevant Capital Stock and rounding that figure down, if it is not a whole number, to the next whole number. Where the aggregate number

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of shares of the Relevant Capital Stock is greater immediately after the relevant time than it was immediately before, the percentage level of the person's interest immediately before (as well as immediately after) that time is determined by reference to the larger amount.

(g) Any notification required to be made by a shareholder under Section 6.2(d) and any notification which a shareholder is lawfully able to make under Section 6.2(e) must be made in writing to the Corporation within the period of two days next following the day on which that obligation arises. To the extent a shareholder is not lawfully able to make a notification under Section 6.2(e), such shareholder shall use its reasonable efforts to procure a notification by the relevant person of his interests to the Corporation within such two day period or within such longer period as the directors may allow.

(h) The notification shall specify the capital stock of the Corporation to which it relates, and must also:

- (1) state the number of shares comprised in that capital stock in which the person making the notification knows he (or any other relevant person) had interests immediately after the time when the obligation arose; or
- (2) in a case where the person making the notification (or any other relevant person) no longer has a notifiable interest in shares comprised in that capital stock, state that he (or that other person) no longer has that interest.

(i) A notification (other than one stating that a person no longer has a notifiable interest) shall include the following particulars, so far as known to the person making the notification at the date when it is made:

- (1) the identity of each registered holder of shares to which the notification relates and the number of such shares held by each of them; and
- (2) the nature of the relevant interests in such shares.

(j) A person who has an interest in shares comprised in Relevant Capital Stock or who knows or becomes aware that any other person has an interest in shares so comprised of which he is the registered holder, that interest being notifiable, shall notify (or, to the extent he is not lawfully able to make such notification, shall use reasonable efforts to procure a notification by such other person to) the Corporation in writing:

- (1) of any particulars in relation to those shares which are specified in Section 6.2(i); and
- (2) of any changes in those particulars,

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of which in either case he becomes aware at any time after any interest notification date and before the first occasion following that date on which he comes under any further obligation of disclosure with respect to his interest in shares comprised in that share capital. A notification required under this Article 6 shall be made within the period of two days next following the day on which it arises. The reference to an "Interest notification date", in relation to a person's interest in shares comprised in the Corporation's Relevant Capital Stock, is to either (1) the date of any notification made or procured by him with respect to his or any other person's interest under this Section 6.2(j) or (2) where he has failed to make, or procure the making of, a notification, the date on which the period allowed for making it came to an end.

(k) A person who at any time has a notifiable interest in shares is to be regarded under Section 6.2(j) as continuing to have a notifiable interest in them unless and until the registered holder of the shares in question comes under obligation to make or use his reasonable efforts to procure a notification stating that he (or any other relevant person) no longer has such an interest in those shares.

(l) An interest in Relevant Capital Stock shall only be disregarded for the purposes of determining if a shareholder or any other person has a notifiable interest if, but only to the extent that, such interest would be disregarded for the purposes of sections 198 to 202 of the 1985 Act were the Corporation a public Corporation as defined therein incorporated in England and Wales (a "Public Corporation"). Any interest acquired in connection with stabilization activities undertaken in connection with the admission of the Corporation's shares to trading on the AIM market of the London Stock Exchange plc (including any interest relating to the granting of any over-allotment option) shall be disregarded for the purposes of determining if a shareholder or any other person has a notifiable interest. The directors may (but shall not be obligated to), upon the application of any person, declare that the requirements of this Section 6.2 not be applied in whole or in part and on such terms and conditions as they think fit with respect to a particular interest in the Relevant Capital Stock held by any person or in respect of all such interests held by any particular person.

(m) Where a person authorizes another (the "agent") to acquire or dispose of, on his behalf, interests in shares comprised in the Relevant Capital Stock, he shall require that the agent notify him immediately of acquisitions or disposals effected by the agent which will or may give rise to any obligation of disclosure imposed on him by this Section 6.2 with respect to his interest in that capital stock.

(n) If it shall come to the notice of the directors that any shareholder has not, within the requisite period, made or, as the case may be, procured the making of any notification required by these Articles, the Corporation may (at the absolute discretion of the directors) at any time thereafter by notice (a "Restriction Notice") to such shareholder direct that, in respect of the shares in relation to which the default has occurred (for the purposes of this Article 6, the "Default Shares" which expression shall include any further shares which are issued in respect of any Default Shares), the shareholder shall not be entitled to be present or to vote on any question, either in person or by proxy, at any meeting of shareholders of the Corporation or separate meeting of the holders of any class of shares of the Corporation, or to be counted in a quorum.

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(o) The Restriction Notice may additionally direct that in respect of the Default Shares:

- (1) any dividend (or any part of a dividend) or other amount payable in respect of the Default Shares shall be withheld by the Corporation, which has no obligation to pay interest on it, and shall be payable (when the restriction notice ceases to have effect) to the person who would but for the Restriction Notice have been entitled to them; and/or
- (2) where an offer of the right to elect to receive shares of the Corporation instead of cash in respect of any dividend or part thereof is or has been made by the Corporation, any election made thereunder by such shareholder in respect of such Default Shares shall not be effective; and/or
- (3) no transfer of any of the shares held by any such shareholder shall be recognized or registered by the directors unless: (1) the transfer is an Excepted Transfer; or (2) the shareholder is not himself in default as regards supplying the requisite information required under this Article 6 and, when presented for registration, the transfer is accompanied by a certificate by the shareholder in a form satisfactory to the directors to the effect that after due and careful inquiry the shareholder is satisfied that none of the shares that are the subject of the transfer are Default Shares.

(p) Upon the giving of a Restriction Notice its terms shall apply accordingly.

(q) The Corporation shall send a copy of the Restriction Notice to each other person appearing to be interested in the shares that are the subject of such notice, but the failure or omission by the Corporation to do so shall not invalidate such notice.

(r) Any Restriction Notice shall have effect in accordance with its terms until not more than seven days after the directors are satisfied that the default in respect of which the Restriction Notice was issued no longer continues but shall cease to have effect in relation to any shares which are transferred by such shareholder in a transfer permitted hereunder. The Corporation may (at the absolute discretion of the directors) at any time give notice to the shareholder cancelling or suspending for a stated period the operation of, a Restriction Notice in whole or in part.

(s) A person, other than the shareholder holding a share, shall be treated as appearing to be interested in that share if the shareholder has informed the Corporation that the person is or may be interested, or if the Corporation (after taking account of information obtained from the shareholder) knows or has reasonable cause to believe that the person is or may be so interested.

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(t) The Corporation may by notice in writing (a "Disclosure Notice") require a person whom the Corporation knows or has reasonable cause to believe to be or, at any time during the 3 years immediately preceding the date on which the notice is issued, to have been interested in shares comprised in the Corporation's Relevant Capital Stock:

- (1) to confirm that fact or (as the case may be) to indicate whether or not it is the case, and
- (2) where he holds or has during that time held an interest in shares so comprised, to give such further information as may be required in accordance with Section 6.2(u).

(u) A Disclosure Notice may require the person to whom it is addressed:

- (1) to give particulars of his own past or present interest in shares comprised in Relevant Capital Stock of the Corporation (held by him at any time during the 3-year period mentioned in Section 6.2(t)),
- (2) where the interest is a present interest and any other interest in the shares subsists or, in any case, where another interest in the shares subsisted during that 3-year period at any time when his own interest subsisted, to give (so far as lies within his knowledge) such particulars with respect to that other interest as may be required by the notice,
- (3) where his interest is a past interest, to give (so far as lies within his knowledge) particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.

(v) The particulars referred to in Section 6.2(u) include particulars of the identity of persons interested in the shares in question and of whether persons interested in the same shares are or were parties to any agreement to which section 204 of the 1985 Act would apply if the Corporation were a Public Corporation or to any agreement or arrangement relating to the exercise of any rights conferred by the holding of the shares.

(w) A Disclosure Notice shall require any information given in response to the notice to be given in writing within such reasonable time as may be specified in the notice.

(x) Sections 6.2(t) and (u) apply in relation to a person who has or previously had, or is or was entitled to acquire, a right to subscribe for shares which would on issue be comprised in Relevant Capital Stock of the Corporation as it applies in relation to a person who is or was interested in shares so comprised; and references above in Sections 6.2(t) and (u) to an interest in shares so comprised and to shares so comprised are to be read accordingly in any such case as including respectively any such right and shares which would on issue be so comprised.

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6.3 Power of the Corporation to Investigate Interests in Shares.

(a) If at any time the Board is satisfied that any shareholder, or any other person appearing to be interested in shares held by such shareholder, has been duly served with a Disclosure Notice under Sections 6.2(i) - (x) and is in default of the period set out in such notice for supplying to the Corporation the information thereby required, or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular, then the Board may, in its absolute discretion at any time thereafter by notice (a "Direction Notice") to such shareholder direct that:

- (1) in respect of the shares in relation to which the default occurred (for the purposes of this Section 6.3, the "Default Notice Shares", which expression includes any shares issued after the date of the Disclosure Notice in respect of those shares) the shareholder shall not be entitled to attend or vote either personally or by proxy at a meeting of shareholders or at a separate meeting of the holders of that class of shares; and

(b) where the Default Notice Shares represent at least 0.25 per cent of the issued shares of their class, the direction notice may additionally direct that in respect of the Default Notice Shares:

- (1) any dividend (or any part of a dividend) or other amount payable in respect of the Default Notice Shares shall be withheld by the Corporation, which has no obligation to pay interest on it, and shall be payable (when the Direction Notice ceases to have effect) to the person who would but for the Direction Notice have been entitled to them; and/or
- (2) where an offer of the right to elect to receive shares of the Corporation instead of cash in respect of any dividend or part thereof is or has been made by the Corporation, any election made thereunder by such shareholder in respect of such Default Notice Shares shall not be effective; and/or
- (3) no transfer of any of the shares held by any such shareholder shall be recognized or registered by the directors unless: (1) the transfer is an Excepted Transfer; or (2) the shareholder is not himself in default as regards supplying the requisite information required under this Section 6.3 and, when presented for registration, the transfer is accompanied by a certificate by the shareholder in a form satisfactory to the directors to the effect that after due and careful inquiry the shareholder is satisfied that none of the shares the subject of the transfer are Default Notice Shares.

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(c) The Corporation shall send the Direction Notice to each other person appearing to be interested in the Default Notice Shares, but the failure or omission by the Corporation to do so shall not invalidate such notice.

(d) Any Direction Notice shall cease to have effect not more than seven days the earlier of receipt by the Corporation of:

- (1) a notice of an Excepted Transfer, but only in relation to the shares transferred; or
- (2) all the information required by the relevant Disclosure Notice, in a form satisfactory to the Board.

(e) The Board may at any time send a notice cancelling a Direction Notice.

(f) For the purposes of this Section 6.3 and Sections 6.2(i) – (u), a person shall be treated as appearing to be interested in any shares if the shareholder holding such shares has sent to the Corporation a notification in response to a Disclosure Notice which either (i) names such person as being so interested or (ii) fails to establish the identities of all those interested in the shares, and after taking into account the said notification and any other relevant Disclosure Notice the Corporation knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

ARTICLE 7 **Board of Directors**

7.1 Number and Term of Directors. The number of members of the Corporation's Board of Directors shall be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall be divided into three classes, Class I, Class II and Class III, with the directors of each class to be elected for a staggered term of three years and to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. The number of directors elected to each class shall be as nearly equal in number as possible. The Board of Directors shall apportion any increase or decrease in the number of directorships among the classes so as to make the number of directors in each class as nearly equal as possible.

7.2 Director Vacancies: Removal. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of the remaining directors, although less than a quorum of the entire Board of Directors, may fill the vacancy or vacancies for the balance of the unexpired term or terms (subject to Section 607.0805(4) of the FBCA), at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board of Directors for the balance of the unexpired term or terms. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board of Directors. Shareholders

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may remove a director from office prior to the expiration of his or her term, with or without "cause," by an affirmative vote of a majority of all votes entitled to be cast for the election of directors.

7.3 Amendment of Article 7. Notwithstanding anything contained in these Articles of Incorporation to the contrary, Sections 7.1 and 7.2 of this Article 7 shall not be altered, amended or repealed except by an affirmative vote of at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

7.4 Number of Directors. The number of directors initially constituting the Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one (1) or more than eleven (11). The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders.

ARTICLE 8 Action by Shareholders

8.1 Call For Special Meeting. Except as otherwise provided by law, special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors then on the Board, although less than a quorum, or (c) in the event that the holders of at least forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for the meeting describing one or more purposes for which it is to be held.

8.2 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless the action to be effected by written consent of shareholders and the taking of such action by such written consent have been expressly approved in advance by the Board of Directors.

ARTICLE 9 Indemnification

9.1 Limitation on Directors' Liability. The Corporation shall indemnify any director or officer of the Corporation to the fullest extent permitted by the FBCA. To the fullest extent permitted by the FBCA as in effect on the date hereof, and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the

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Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time, or such successor statute. Any repeal or modification of this Section 9.1 by the shareholders of the Corporation shall not affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

ARTICLE 10

Amendments

10.1 Articles of Incorporation. Except for any amendment pursuant to Section 607.1002 of the FBCA, the Corporation may not amend, alter, change, or repeal any provision of these Articles of Incorporation without the approval of shareholders of the Corporation holding a majority of the voting power of all of the shares of the Corporation's stock entitled to vote thereon; provided, however, that the approval of at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation shall be required to take any action to:

- (a) Sell, lease, transfer, license or otherwise dispose of all or substantially all of its properties and assets;
- (b) Liquidate or dissolve the Corporation; or
- (c) Amend this Article 10.

10.2 Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation holding at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation entitled to vote thereon, unless otherwise required by law, may amend and repeal the Bylaws.

(signature page follows)

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the undersigned incorporator of the Corporation this 2 day of March, 2006.


James D. Perlizzi
Incorporator