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THE MOMENTUM GROUP HOLDINGS, INC

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MOMENTUM GROUP HOLDINGS, INC.

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of The Momentum Group Holdings, Inc. originally filed with the Secretary of State on March 16, 2006, are hereby amended and restated in their entirety as follows.

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ARTICLE I
Name and Principal Office of Corporation

The name of the Corporation is "The Momentum Group Holdings, Inc." The mailing address of the Corporation is 1030 Collier Center Way, Suite 7, Naples, Florida 34110.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by the Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented ("Florida Law").

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 2,200 shares of Common Stock, par value \$.01 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 IV
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V

Address of Registered Office and Registered Agent

The name and post office address of the incorporator and registered office of the Corporation in the State of Florida shall be Daniel S. Kippycash 1030 Collier Center Way, Suite 7, Naples, Florida 34100. The name and address of the Registered Agent of the Corporation is as provided for the incorporator above.

ARTICLE VI

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person. The number of the members of the Board of Directors shall be fixed by, or changed in the manner provided in the By-Laws.

ARTICLE VII

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation.

ARTICLE VIII

Action by Shareholders

Any action required by law to be taken at a meeting of shareholders, or any action that may be taken at a meeting of shareholders, may be taken without a meeting or notice if a consent in writing, setting forth the action so taken, shall be signed by holders of all shares then entitled to vote and such consent shall have the same force and effect as a vote of shareholders taken at such meeting.

ARTICLE IX

Board of Directors

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Florida Law, or other laws of the State of Florida, the Board of Directors is expressly authorized (i) to make, alter or repeal the By-Laws of the Corporation or to adopt new By-Laws; (ii) authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation; and (iii) to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created.

ARTICLE X

Amendment

These Articles of Incorporation may not be amended, altered or repealed, in whole or in part, unless authorized by the affirmative vote of the holders of two-thirds of the shares then entitled to vote.

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ARTICLE XI
Indemnification

The Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party to or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation shall be permitted to enter into contracts directly with its officers and directors providing the maximum indemnity and relief from liability permitted under Florida law.

This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

No amendment or repeal of this Article XI made by virtue of any change in Florida Law after the date hereof shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

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IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 22 day of March, 2006.

By: Daniel S. Kippycash
Daniel S. Kippycash
Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

The Momentum Group Holdings, Inc., desiring to organize as a corporation under
the laws of the State of Florida, has designated 1030 Collier Center Way, Suite 7, Naples, Florida
34110, as its initial Registered Office and has named Daniel S. Kippycash, located at said
address as its initial Registered Agent.

By: Daniel S. Kippycash
Daniel S. Kippycash
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: Daniel S. Kippycash
Daniel S. Kippycash
Registered Agent

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