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NO. 307 P. 2 of 1

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May 10, 2006

FAX COVER SHEET

To: Division of Corporations

From: Mirna Hormechea, Paralegal

Fax: 850-205-0380

Phone: 305-341-3044

Phone: 850-245-6939

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Message:

Dear Sir or Madam:

Please find attached for filing the Amended and Restated Articles of Incorporation of Aegis Technology Companies, Inc.

Should you have any questions or concerns, do not hesitate to contact me.

Thank you.

Mirna Hormechea
Paralegal

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May 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AEGIS TECHNOLOGY COMPANIES, INC.
1052 S. POWERLINE ROAD
DEERFIELD BEACH, FL 33442

SUBJECT: AEGIS TECHNOLOGY COMPANIES, INC.
REF: P06000041927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Cheryl Coulliette
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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AEGIS TECHNOLOGY COMPANIES, INC.**

The Articles of Incorporation of Aegis Technology Companies, Inc. are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is Aegis Technology Companies, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address is 1052 S. Powerline Road, Deerfield Beach, Florida 33442. The Board of Directors of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the Florida Business Corporation Act and the laws of the United States of America.

**ARTICLE IV
CAPITAL STOCK**

A. The aggregate number of shares of all classes on capital stock which this Corporation shall have authority to issue is Twenty-Five Million (25,000,000), consisting of (i) Twelve Million (12,000,000) shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), (ii) Twelve Million shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), and (iii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

1. The Board of Directors may change the name and reference to the Class A Common Stock and the Class B Common Stock without altering and changing any of the rights, privileges and preferences of the holders of the Class A Common Stock and the Class B Common Stock.

B. The Class A Common Stock and the Class B Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications,

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limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided in this Section B.

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Class A Common Stock and the Class B Common Stock. The holders of shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

(a) the holders of the Class A Common Stock shall be entitled to four (4) votes for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of the Class B Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class; and

(b) the holders of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class A Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights with respect to dividends and distributions, subject to the following:

(a) a dividend or distribution in common stock on the Class A Common Stock may be paid or made in shares of Class A Common Stock or shares of Class B Common Stock or a combination of both;

(b) a dividend or distribution in common stock on the Class B Common Stock may be paid in shares of Class B Common Stock or shares of Class A Common Stock or a combination of both;

(c) whenever a dividend or distribution is payable in shares of the Class A Common Stock and/or the Class B Common Stock, the number of shares of Class A Common Stock and/or Class B Common Stock payable as a dividend or distribution per each share of the Class A Common Stock or the Class B Common Stock shall be equal in number; and

(d) a dividend or distribution on the Class A Common Stock that is paid or made in shares of Class A Common Stock shall be considered identical to a dividend or distribution on the Class B Common Stock that is paid or made in a proportionate number of shares of the Class B Common Stock.

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3. If the Corporation shall in any manner split, subdivide, or combine the outstanding shares of the Class A Common Stock or the Class B Common Stock, then the outstanding shares of the Class A Common Stock and the Class B Common Stock shall be proportionately split subdivided, or combined in the same manner and on the same basis as the outstanding shares of the class that has been split subdivided, or combined.

4. In the event of a merger, consolidation, or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive the same per share consideration in that transaction, except that any common stock that holders of Class B Common Stock are entitled to receive in any such event may differ as to voting rights and otherwise to the extent, and only to the extent that the Class A Common Stock and the Class B Common Stock differ as set forth in this Section B.

5. Upon any liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Class A Common Stock and the Class B Common Stock treated as a single class.

6. The Board of Directors shall have the power to cause the Corporation to issue and sell shares of either class of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts, or other legal entities (collectively, "persons") and for such consideration as the Board of Directors shall from time to time in its discretion determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of the Class A Common Stock or the Class B Common Stock, and as otherwise permitted by law. The Board of Directors shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of either the Class A Common Stock or the Class B Common Stock from such persons and for such consideration as the Board of Directors shall from time-to-time in its discretion determine, whether or not less consideration could be paid upon the purchase of the same number of shares of the Class A Common Stock or the Class B Common Stock, and as otherwise permitted by law.

C. The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends when and as declared by the Board of Directors at such rate per share, if any, and at such time and in such manner, as shall be determined by the Board of Directors of Directors of the Corporation in the resolution authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part.

D. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to such amount, if any, for each share of Preferred Stock, as the Board of Directors shall determine in the resolution authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, whether or not the Corporation shall have any surplus or earnings available for dividends, and no more. If the assets of the Corporation shall not be sufficient to

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pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of record of each series of Preferred Stock that is entitled to share in the assets of the Corporation in any such event shall be entitled to share in the assets of the Corporation to the extent, if any, and in the manner, determined by the Board of Directors in the resolution authorizing the series of Preferred Stock of which such shares are a part and in such cases holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series held of record by them to the extent, if any, that the series is entitled to share in the assets of the Corporation in such event.

E. Preferred Stock may be issued from time-to-time in one or more series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the following rights, preferences and limitations of each series of Preferred Stock and the relative rights, preferences and limitations between or among such series:

1. the distinctive designation of each series and the number of shares that shall constitute the series;
2. the rate of dividends, if any, the preferences and conditions under which, dividends shall be payable on the shares of each series and the time and manner of payment, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;
3. whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
4. sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
5. the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the manner and preference of such payment;
6. voting rights, if any, on the shares of each series and any conditions upon the exercise of such rights;
7. the rights, if any, of the holders of shares of each series to convert those shares into any class of Common Stock or shares of any other series of Preferred Stock and the terms and conditions of conversion;
8. the limitations, if any, applicable while each series is outstanding, on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of each series.

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9. the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

10. any other relative powers, preferences, and participations, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series.

When such series of Preferred Stock is established by the Board of Directors, articles of amendment setting forth the amendment, certifying that the amendment has been duly adopted by the Board of Directors of Directors in accordance with the applicable provisions of Florida Statutes, and containing such other statements as may be necessary or advisable, shall be signed by its president or vice president and by its secretary or an assistant secretary, and filed with the Department of State of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The name of the registered agent of this Corporation is John C. W. Bennett. The street address of the Corporation's registered office is 1052 S. Powerline Road, Deerfield Beach, Florida 33442.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is John C. W. Bennett, 1052 S. Powerline Road, Deerfield Beach, Florida 33442.

ARTICLE VII

SHAREHOLDER MEETING

The Corporation shall hold a special meeting of shareholders only:

1. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

2. If the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

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ARTICLE VIII
BOARD OF DIRECTORS OF DIRECTORS

The Corporation shall have no less than one (1), nor more than five (5) Directors. The number of Directors may be altered from time-to-time in accordance with the Corporation's Bylaws.

ARTICLE IX
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time-to-time, in whole or in part, by the Board of Directors.

ARTICLE X
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article XI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors of Directors may from time to time deem appropriate or advisable.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and shareholders of the Company.

These Amended and Restated Articles of Incorporation of Aegis Technology Companies, Inc., where approved by the Incorporator on May 9, 2006, pursuant to Section 607.1005 of the Florida Statutes without shareholder action, as no shares have been issued.

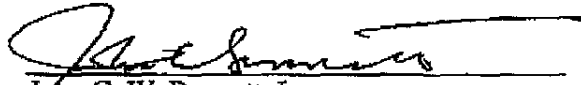
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 9th day of May, 2006.


John C. W. Bennett, Incorporator

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