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Restated  
Articles

RESTATED  
ARTICLES OF INCORPORATION  
OF  
ENERGY MAGNETICS CORPORATION

This Corporation, pursuant to the provisions of Sec. 607.1007, Florida Statutes, does hereby adopt these RESTATED ARTICLES OF INCORPORATION, as follows:

ARTICLE I - NAME

The name of the Corporation is:

ENERGY MAGNETICS CORPORATION

ARTICLE II - PRINCIPAL ADDRESS

The principal/mailling address of this corporation is:

22050 SW 155 Avenue  
Miami, Florida 33170

ARTICLE III - INCORPORATOR

The name and address of the person signing these Restated Articles is:

Thomas G Knight, as President of the Corporation  
22050 SW 155 Avenue  
Miami, Florida 33170

CAPITAL STOCK ARTICLE - IV

The aggregate number of shares which the Corporation shall have authority to issue is 200,000,000 shares of Common Stock which shall have a par value of \$1.00 per share. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted. The Corporation shall not be governed by FLA. STAT. Ch. 607.0902. Shares of Common Stock may be issued at such time or for such consideration as the Board of Directors may determine.

Issued shares on the effective date of this Amendment shall be divided on the basis of 10,000 to 1, and all outstanding share certificates surrendered and canceled. The Board of Directors shall thereupon immediately issue new certificates corresponding to the divided shares allocated to each existing shareholder.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services which shall have a value as determined from time to time by the Board of Directors of the Corporation but which shall not be less than the par value of the stock to be issued therefore.

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ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 22050 SW 155 Avenue, Miami, Fl 33170, and the name of the registered agent of this corporation at that address is Thomas G Knight, which agent pursuant to Section 48.091, Florida Statutes, shall accept service of process with this State.

ARTICLE VI - BOARD OF DIRECTORS - INDEMNIFICATION

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By Laws, but shall never be less than 1 nor greater than 7. The names and the address of the directors of this corporation are:

NAME	ADDRESS
Thomas G Knight	22050 SW 155 Avenue, Miami, Fl 33170
Marvin P Stein	8603 S Dixie Highway, Ste 408, Miami, Fl 33143

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore been or hereafter becoming a director, officers or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or committed by him as such director or officer or agent, and shall reimburse each person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided, that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudges that such officer or director or agent is liable for gross negligence, or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any director of such corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer or such other corporation or not so interested.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and the laws of the State of Florida.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - BY LAWS

The bylaws of the corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, amended, or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors. The foregoing RESTATED ARTICLES OF INCORPORATION of ENERGY MAGNETICS CORPORATION has been adopted as of December 20, 2006. The said RESTATED ARTICLES was approved by the Shareholders and the Directors. The number of votes cast for the said RESTATED ARTICLES were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 20 day of December, 2006.

ENERGY MAGNETICS CORPORATION

  
By Thomas G Knight

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been named to accept service of process for the above Corporation at the place designated in Article IV hereof, hereby accepts such agency. The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

  
By Thomas G Knight