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FILED

2008 JUN -2 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

6/5/08

LAW OFFICES
BRIAN C. DEUSCHLE, CHARTERED

BRIAN C. DEUSCHLE
SUSAN SNITCOVSKY

SUITE 201
2455 EAST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE (954) 563-1072
TELECOPIER (954) 563-1372
E-MAIL b.c.d.chartered@worldnet.att.net

May 29, 2008

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**RE: Second Amended and Restated Articles of Incorporation of Dania
Cut Holdings, Inc., a Florida corporation
Our File No. 2405-07-2-04**

Dear Sir or Madam:

You will find enclosed the original and one (1) copy of the Second Amended and Restated Articles of Incorporation of Dania Cut Holdings, Inc., a Florida corporation, together with our Firm's check (#4018) in the amount of Forty-three and 75/100 Dollars (\$43.75), which represents the following:

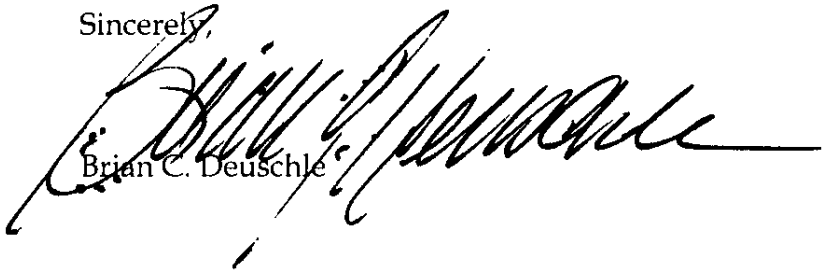
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|----|--------------------------|----------------|
| 1. | Filing Fee for Amendment | \$35.00 |
| 2. | Certified Copy Fee | \$ <u>8.75</u> |

TOTAL: \$43.75.

Please process the filing of the Second Amended and Restated Articles of Incorporation and return a certified copy of same to our office.

If you have any questions or problems regarding this matter, please contact our office.

Sincerely,


Brian C. Deuschle

BCD/st
Encls.

cc (w/ Articles only): James S. Prentice, via facsimile
Susan Snitcovsky, Esq., via e-mail

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DANIA CUT HOLDINGS, INC.

FILED
2008 JUN -2 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These original Second Amended and Restated Articles of Incorporation of DANIA CUT HOLDINGS, INC., as approved by the sole stockholder, the sole director and its President, James S. Prentice, on this 27th day of May 2008, to read in their entirety as follows:

WHEREAS, James S. Prentice, as sole stockholder, sole director and President of DANIA CUT HOLDINGS, INC. (the "Corporation"), desires to reorganize the Corporation capital structure in order to simplify the same; and

WHEREAS, James S. Prentice has surrendered all of his shares and received the return of their par value in order to accommodate the capital restructuring; and

WHEREAS, James S. Prentice has the singular proprietary interest in the Corporation and good right and lawful authority to execute this Second Amended and Restated Articles of Incorporation;

NOW, THEREFORE, the Second Amended and Restated Articles of Incorporation of DANIA CUT HOLDINGS, INC., are as follows:

ARTICLE I

The name of the corporation is DANIA CUT HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The Corporation shall have a perpetual existence.

ARTICLE III

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation is authorized to issue is One Thousand (1,000) shares of voting Common Stock with One and 00/100 Dollar (\$1.00) par value.

The amount of capital which this Corporation has authorized and which has been paid in as of this date is One Thousand and 00/100 Dollars (\$1,000.00).

ARTICLE V

The street address of the initial principal office of the Corporation is 760 NE 7th Avenue, Dania Beach, Florida 33004. The principal office of the Corporation may be changed to any other city of the State of Florida designated by the Board of Directors. The name and address of the initial Registered Agent is JAMES S. PRENTICE, c/o Dania Cut Holdings, Inc., 760 NE 7th Avenue, Dania Beach, Florida 33004. The corporate mailing address is DANIA CUT HOLDINGS, INC., 760 NE 7th Avenue, Dania Beach, Florida 33004.

ARTICLE VI

The number of directors shall not be less than one (1).

ARTICLE VII

The name(s) and post office address(es) of the initial Board of Directors of the corporation is (are):

JAMES S. PRENTICE
c/o DANIA CUT HOLDINGS, INC.
760 NE 7th Avenue
Dania Beach, FL 33004.

ARTICLE VIII

The name and address of the person signing these Articles is: JAMES S. PRENTICE, c/o Dania Cut Holdings, Inc., 760 NE 7th Avenue, Dania Beach, Florida 33004.

ARTICLE IX

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Board of Directors or the Shareholders. Any Bylaw adopted by the Shareholders may provide that one or more provisions thereof shall not be amended or repealed by the

Board of Directors, in which case such provisions may be amended, altered or repealed only by the Shareholders.

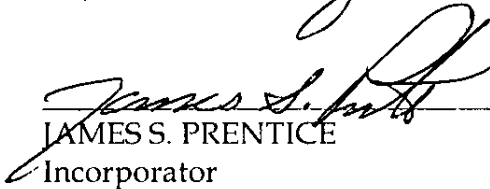
ARTICLE X

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

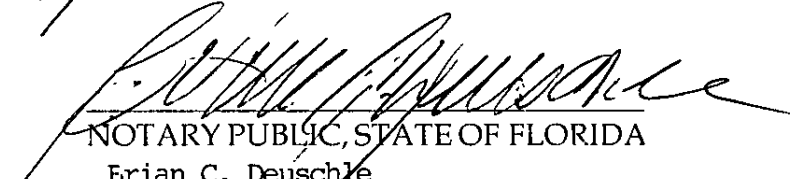
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribes that he has executed these Articles of Incorporation on this 27th day of May, 2008.


JAMES S. PRENTICE
Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 27th day of May, 2008, by JAMES S. PRENTICE, who is [☒] personally known to me or [] who has produced N/A as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Brian C. Deuschle
(Print Name) NOTARY PUBLIC-STATE OF FLORIDA
Commission # 20 Commission # DD471319
My Commission Expires: OCT. 26, 2009
Bonded Thru Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

I, JAMESS. PRENTICE, hereby accept the designation of Resident Agent for service of process upon DANIA CUT HOLDINGS, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 27th day of May, 2008.



JAMES S. PRENTICE
Registered Agent

C:\Corel\Prentice\Dania Cut Holdings Amended Articles of Incorporation\2nd Amended Articles of Incorporation.wpd