

PO7000130904

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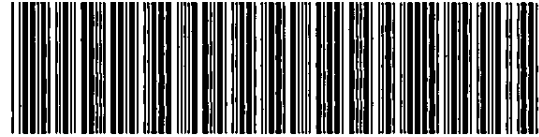
(Business Entity Name)

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Amended And
Restated Act

FILED
08 SEP 24 AM 10:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. Roberts SEP 25 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Advanced Blast Protection, Inc.

DOCUMENT NUMBER: P07000130904

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Quaranta

(Name of Contact Person)

Advanced Blast Protection, Inc.

(Firm/ Company)

1600 North Park Drive

(Address)

Weston, Florida 33326

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jason Myatt

(Name of Contact Person)

at (954) 335-3535

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ADVANCED BLAST PROTECTION, INC.,
a Florida corporation**

Pursuant to Section 607.1007 of the Florida Business Corporation Act ("FBCA") the undersigned officer of Advanced Blast Protection, Inc., a Florida corporation ("Corporation") certifies that:

1. The name of the Corporation is "Advanced Blast Protection, Inc."
2. The Corporation's articles of incorporation (the "Articles of Incorporation") were filed with the Florida Department of State on December 10, 2007 under Document No. P07000130904, and were amended by virtue of filing articles of amendment file on February 21, 2008 and March 10, 2008.
3. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders by written consent, on August 19, 2008, pursuant to Florida Statute Section 607.0704. The number of shares consenting to these Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
4. The Articles of Incorporation attached hereto completely replace all previously filed Articles and Amended Articles with respect to the Corporation:
5. The text of the Articles of Incorporation of the Corporation is restated, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Advanced Blast Protection, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 1600 North Park Drive, Weston, FL 33326.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV DURATION

The Corporation shall continue as a separate entity, independent of its Shareholders, for all purposes, for a period that shall be perpetual or until dissolved in accordance with the provisions of the Florida Business Corporation Act. On dissolution of the Corporation, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, subject to any preferential rights thereof, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE V CAPITAL STOCK

Authorized Shares

The total number of shares of capital stock which the Corporation is authorized to issue is one hundred million (100,000,000), of common stock, par value \$.0001 per share ("Common Stock"), and ten million (10,000,000) shares are preferred stock, par value \$.0001 per share ("Preferred Stock").

Preferred Stock Authorized

The Board of Directors may issue Preferred Stock from time to time in one or more series or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;
- (b) The dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;
- (c) The right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;
- (d) The rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;

- (e) The voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;
- (f) The obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;
- (g) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (h) The terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate of rates of conversion or exchange and the terms of adjustment, if any; and
- (i) Any other rights, preferences or limitation of the shares of such series or Class as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series, unless prohibited by the terms of such class or series, by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VI BOARD OF DIRECTORS

The following provisions are inserted for the management of the business and for the conduct of the affairs the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders.

- (1) The number of directors comprising the Board of Directors of the corporation shall be such as from time to time shall be fixed by or in the manner provided in the by-laws, but shall not be less than three (3). Election of directors need not be by ballot unless the by-laws so provide.
- (2) The Board of Directors shall have the power, unless and to the extent that the Board

may from time to time by Resolution relinquish or modify the power, without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to, or repeal the by-laws of the corporation is required to be adopted, amended or repealed by the stockholders; to fix and vary the amount of capital of the corporation to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payments of dividends, and

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation(other than the stock ledger) or any of them shall be open to the inspection of the stockholders.

(3) The Board of Directors in its discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called the purpose of considering such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the corporation and upon all stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not contract or act would otherwise be open to legal attack because of director's interest, or for any other reason.

(4) No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereon which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if the contract or transaction is fair as to the corporation and/or if the material facts relating thereto are disclosed to and/or known by the directors and/or stockholders and/or approved thereby.

(5) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them. The Board of Directors is hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of Florida law, of this certificate, and to any by-laws from time to time made by the stockholders; provided. However, that no by-law so made shall invalidate any prior act of the Board which would have been valid if such by-law had not been made.

The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted by the provisions of Sec. 607.0831 of the Statutes of the State of Florida, as the same may be amended and supplemented.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall have the power to indemnify its directors, officers, agents and employees to the full extent allowed by law, and pursuant to the operative provisions in the Corporation's By Laws.

**ARTICLE VIII
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**ARTICLE IX
REGISTERED AGENT**

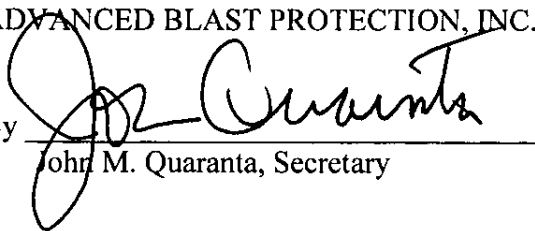
The Registered Agent of this Corporation is John M. Quaranta, Vice-President & General Counsel, 1600 North Park Drive, Weston, FL 33326.

The name and post office address of the Incorporator who signed the original Articles of Incorporation is as follows:

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles to be executed effective the 19 day of August, 2008.

ADVANCED BLAST PROTECTION, INC.

By



John M. Quaranta, Secretary

**Articles of Amendment
to
Articles of Incorporation
of**

Advanced Blast Protection, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P07000130904

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated Articles of Incorporation enclosed.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: as of August 19, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

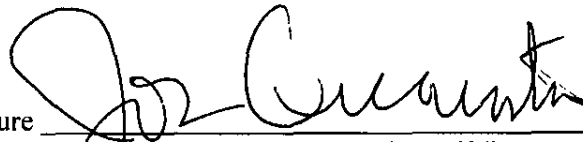
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John Quaranta

(Typed or printed name of person signing)

Vice President & General Counsel

(Title of person signing)

FILING FEE: \$35