

Division of Corporations

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Florida Department of State
Division of Corporations
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RESMAC, INC.

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 DIVISION OF CORPORATIONS
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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF RESMAC, INC.**

Pursuant to Section 607.1003
of the Florida Business Corporation Act

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SECRETARY OF STATE
TALLAHASSEE, FL 32399-0400

ResMac, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify as follows:

A. The name of the Corporation is ResMac, Inc.

B. The Certificate of Conversion and Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 29, 2008, under Document Number P08000111096.

C. The Amended and Restated Articles of Incorporation were filed with the Florida Department of State on February 8, 2010.

D. The Second Amended and Restated Articles of Incorporation were filed with the Florida Department of State on December 10, 2010.

E. The Third Amended and Restated Articles of Incorporation were filed with the Florida Department of State on March 24, 2011.

F. The Fourth Amended and Restated Articles of Incorporation (the "Fourth Amendment") were approved by a Unanimous Joint Written Consent of the Shareholders and Directors of the Corporation in lieu of Special Meetings dated December 27, 2012. The number of affirmative votes cast in favor of the Fourth Amendment was sufficient for approval by the holders of the Common Shares, voting as one class and being the only outstanding shares of the Corporation as of the date of the vote.

FIRST: Name. The name of the Corporation shall be:

RESMAC, INC.

SECOND: Principal Office. The principal place of business of the Corporation is 6501 Congress Avenue, 2nd Fl., Boca Raton, FL 33487.

THIRD: Purpose. The purpose of the Corporation is to engage in any lawful acts or activities for which a corporation may be organized under the laws of the State of Florida

FOURTH: Authorized Capital Stock. The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock, par value \$1.00 per share.

FIFTH: Directors. The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

SIXTH: Registered Office and Agent. The address of the Corporation's registered office in the State of Florida is 6501 Congress Avenue, 2nd Fl., Boca Raton, FL 33487. The name of its registered agent at such address is Nelson S. Haws.

SEVENTH: Limitation of Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for any monetary damages for breaches of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (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; or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or amendment of this Article shall adversely affect any rights of any person pursuant to this Article which existed at the time of such repeal or amendment with respect to acts or omissions occurring prior to such repeal or amendment.

EIGHTH: Indemnification.

(a) **Mandatory Indemnification.** The Corporation shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, general partner, agent or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorney's fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise provided in Section (c) hereof. A director or officer of the Corporation entitled to indemnification under this Section (a) is hereafter called a "covered person."

(b) **Expenses.** Expenses incurred by a covered person in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section (c).

(c) **Exceptions.** No indemnification under Section (a) or advancement or reimbursement of expenses under Section (b) shall be provided to a covered person (i) with respect to expenses or the payment of profits arising from the purchase or sale of securities of the

Corporation in violation of Section 16(b) of the Securities Exchange Act of 1934, as amended; (ii) if a final unappealable judgment or award establishes that such director or officer engaged in intentional misconduct or a transaction from which the member, director or officer derived an improper personal benefit; (iii) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to, or for the benefit of, such person by an insurance carrier under a policy of officers' and directors' liability insurance paid for or/maintained by the Corporation or other person or entity; or (iv) for amounts paid in settlement/of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors of the Corporation is hereby authorized, at any time by resolution and without shareholder approval, to add to the above list of exceptions from the right of indemnification under Section (a) hereof or advancement or reimbursement of expenses under Section (b) hereof, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Corporation.

(d) **Continuation of Rights.** The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

(e) **General Provisions.**

1. The term "to the fullest extent permitted by applicable law," as used in this Article, shall mean the maximum extent permitted by public policy, common law or statute. Any covered person may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such covered person's option, (A) on the basis of the applicable law on the date this Article was approved by the shareholders, or (B) on the basis of the applicable law in effect at the time of the occurrence of the event, act or omission giving rise to the action, suit or proceeding, or (C) on the basis of the applicable law in effect at the time indemnification is sought.

2. The right of a covered person to be indemnified or to receive an advancement or reimbursement of expenses pursuant to this Article: (A) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person, (B) to the fullest extent permitted by applicable law, is intended to be retroactive and shall be available with respect to events, acts or omissions occurring prior to the adoption hereof, and (C) shall continue to exist after the rescission or restrictive modification (as determined by such covered person) of this Article with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

3. If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation together with all supporting

information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary lender) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

4. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

5. Nothing contained in this Article shall be construed to limit the rights and powers the Corporation possesses under applicable provisions of applicable law, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

6. The provisions of this Article may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived or terminated, in whole or in part, with respect to any covered person covered by a written agreement signed by the Corporation and such person.

7. The Corporation shall have the right to appoint the attorney for a covered person, provided such appointment is not unreasonable under the circumstances.

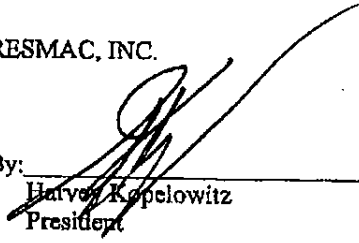
(f) **Optional Indemnification.** The Corporation may, to the fullest extent permitted by applicable law, indemnify, and advance or reimburse expenses for, persons in all situations other than that covered by this Article subject to the unanimous consent of the Board of Directors.

NINTH: Amendments to Articles of Incorporation. The Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in these Articles of Incorporation under which the Corporation is organized or in any amendment thereto, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment thereto.

TENTH: Amendments to Bylaws. The Board of Directors shall have the power at any time, and from time to time, to adopt, amend and repeal any and all Bylaws of the Corporation. Any amendment to, or repeal of, any provision of the Bylaws of the Corporation which has not previously received the approval of the Board of Directors shall require for adoption the affirmative vote of the holders of at least a majority of the voting power of all the then outstanding shares of capital stock of the Corporation entitled to vote at any duly convened annual or special meeting of the shareholders, voting together in as a single class, in addition to any other approval which is required by law, the Articles of Incorporation of the Corporation, the Bylaws of the Corporation, or otherwise.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Fourth Amended and Restated Articles of Incorporation as of the 28th day of December, 2012.

RESMAC, INC.

By: 

Harvey Kopelowitz
President