

To: The Florida Dept. of State
Subject: 000438100351
Division of Corporations

From: Ashley Smith

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AWISCO INTERNATIONAL, INC.

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Amended & Resubmitted
Art

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AWISCO INTERNATIONAL, INC.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Awisco International, Inc., a Florida corporation (the "Corporation"), certifies that:

This Amended and Restated Articles of Incorporation amends Article III of the Company's Articles of Incorporation to recapitalize the authorized capital of the Corporation, to change the street address of the registered office and the name of the registered agent of the Corporation, to add a provision eliminating preemptive rights of shareholders except to the extent such rights are specifically granted by the Board of Directors of the Corporation and restates the Articles of Incorporation in its entirety. This Amended and Restated Articles of Incorporation requires the approval of the holders of shares of the Common Stock of the Corporation, and the shareholders of the Corporation approved such by written consent dated February 24, 2009. The number of votes cast for this Amended and Restated Articles of Incorporation was sufficient for approval by the holders of common stock of the Corporation.

The text of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of this Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, to read as follows:

ARTICLE I. NAME

The name of the corporation is AWISCO INTERNATIONAL, INC. The current address of the principal office of the corporation is 4713 Northeast 11th Avenue, Suite 4713, Oakland Park, Florida 33334, and the current mailing address of the corporation is the same.

ARTICLE II. NATURE OF BUSINESS

The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation will not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval being first obtained.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) shares, \$0.01 par value per share, of which Two Hundred and Fifty (250) shares shall be designated as Class A Common Stock ("Class A Stock") and Two Hundred and Fifty (250) shall be designated as Class B Common Stock ("Class B Stock").

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- a. Holders of Class A Stock exclusively shall have full voting rights with respect to any matter on which shareholders are permitted to vote by the laws of the State of Florida, this Amended and Restated Articles of Incorporation or the Bylaws. Holders of Class B Stock shall have no voting rights.
- b. Holders of Class A Stock and holders of Class B Stock shall be entitled to receive when, as, and if declared by the Board of Directors, out of the assets of the corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of capital stock of the corporation.
- c. In the event of a liquidation or dissolution of the corporation, or a winding up of its affairs, whether voluntary or involuntary, or a merger or consolidation of the corporation, after payment or provision for payment of the debts or liabilities of the corporation, holders of Class A Stock and Class B Stock shall be entitled to share ratably as one class (i.e., an equal amount of assets for each share of either Class A Stock or Class B Stock) in the remaining assets of the corporation.
- d. Shares of Class A Stock and Class B Stock shall be deemed "shares of the corporation" and "stock of the corporation" for all purposes of the Articles of Incorporation and Bylaws of the corporation. In determining whether a vote on any matter has been sustained by the vote of a specific percentage of the shares of the corporation, such percentage shall be calculated as a percentage of the total number of votes entitled to be cast by holders of the Class A Stock.

ARTICLE IV. REGISTERED AGENT

The street address of the current registered office of the corporation is 515 East Park Avenue, Tallahassee, Florida 32301, and the name of the current registered agent of the corporation at that address is National Corporate Research, Ltd., Inc.

ARTICLE V. BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

No shareholder of the corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized (whether or not the

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issuance of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such shareholder), other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of the corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act, executed these Amended and Restated Articles of Incorporation on this 24th day of February, 2009.


AWISCO INTERNATIONAL, INC.

By: 
Name: Lloyd Robinson
Title: President

National Corporate Research, Ltd., Inc., having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Articles of Incorporation, is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

NATIONAL CORPORATE
RESEARCH, LTD., INC.

Date: 2-24-2009

By: 
Name: Susan Buscarnera
Title: Assistant Secretary

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