

JUN-03-2004 (THU)

16:22

CARLTON FIELDS

P. 001/006

Division of Corporations

Page 1 of 1

P93000081923

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((F04000118996 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813)223-7000
Fax Number : (813)229-4133

RECEIVED
04 JUN -3 PM 4:51
DIVISION OF CORPORATIONS

FILED
04 JUN -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MIAMI TECH LINE MAINTENANCE SUPPORT INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

*Amended & Restated
Art*

*6/4/04
DC*

Fax Audit Number H04000118996 3

04 JUN -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIAMI TECH LINE MAINTENANCE SUPPORT INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Miami Tech Line Maintenance Support Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:


1. The name of the corporation is: MIAMI TECH LINE MAINTENANCE SUPPORT INC.

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) authorizing an additional number of common stock, (b) providing for indemnification language, and (c) deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders and Directors of the Corporation on June 3rd, 2004.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's Shareholders and Directors dated June 3rd, 2004, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of June 3rd, 2004.

MIAMI TECH LINE MAINTENANCE
SUPPORT INC., a Florida corporation

By: 
Thomas Romero, President and Director

Fax Audit Number H04000118996 3

Fax Audit Number H04000118996 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI TECH LINE MAINTENANCE SUPPORT INC.

The undersigned, as President and director of Miami Tech Line Maintenance Support Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation is: MIAMI TECH LINE MAINTENANCE SUPPORT INC. (hereinafter referred to as "Corporation").

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation is:

5600 NW 36th Street, Suite 110
Miami, FL 33142

The mailing address of the Corporation is:

P.O. Box 998645
Miami, FL 33299

ARTICLE III.
CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to issue is Twenty Thousand (20,000) shares of common stock at \$.50 par value per share.

ARTICLE IV.
PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V.
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 5600 NW 36th Street, Suite 344, Miami, FL 33142. The name of the Corporation's registered agent at that office is Tomas Romero.

Fax Audit Number H04000118996 3

MLA#2308067.1

Fax Audit Number H04000118996 3

ARTICLE VI.
BOARD OF DIRECTORS

The number of directors of the Corporation shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

ARTICLE VII.
INDEMNIFICATION

To the maximum extent permitted by the Florida law, the Corporation shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE VIII.
AMENDMENT

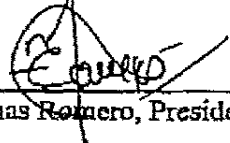
Fax Audit Number H04000118996 3

Fax Audit Number H04000118996 3

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or conferred herein upon shareholders or directors are granted or conferred subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of June, 2004.

MIAMI TECH LINE MAINTENANCE
SUPPORT INC., a Florida corporation

By: 
Tomas Romero, President and Director


Fax Audit Number H04000118996 3

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Miami Tech Line Maintenance Support Inc., a Florida corporation (the "Corporation"), in the Corporation's amended and restated articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3rd day of June, 2004.



Tomas Romero