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WALKER & KOEGLER
ATTORNEYS AND COUNSELLORS AT LAW

STEVEN C. KOEGLER
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PHILLIP I. DILLONHAM
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4885 BALISBURY ROAD • SUITE 390
JACKSONVILLE, FLORIDA 32256-0888
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REPLY TO:
P.O. BOX 880887
JACKSONVILLE, FL 32256-0887

May 31, 1995

New Filings Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

95 JUN -6 PM 2 21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ferrell Holdings, Inc.

Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$ 70.00

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson
Peggy Adolphson
Legal Assistant to Steven C. Koegler

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*****70.00 *****70.00

pa
Enclosures

SAB
6/13/95

**ARTICLES OF INCORPORATION
OF
FERRELL HOLDINGS, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: Ferrell Holdings, Inc.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To purchase, own and hold shares of stock of other corporations and to sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of such stock; to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock; to promote, lend money to, guarantee dividends, stocks, bonds, notes, evidences of indebtedness, contracts and otherwise aid such corporations or associations whose stock it owns in any manner which shall be lawful; and in general to direct the operations of other corporations through the ownership of stock therein;

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to

obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV.

The authorized capital stock of the corporation shall be 10,000,000 shares of Common Stock, par value One Cent (\$.01) per share, and 2,000,000 shares of Preferred Stock, par value One Cent (\$.01) per share.

Section 1. Common Stock. Of the 10,000,000 authorized shares of Common Stock, there shall be Five Million (5,000,000) shares of Class A Voting Common Stock, par value \$.01 per share and Five Million (5,000,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share. All stock issued shall be fully paid and non-assessable.

(a) Class A Voting Common Stock shall have the sole and exclusive voting privileges of holders of Common Stock, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding, subject to any preferences established by the Board of Directors for series of Preferred Stock.

(b) Class B Non-Voting Common Stock shall have no voting privileges whatsoever. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the

holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and Class A Voting Common Stock then issued and outstanding, subject to any preferences established by the Board of Directors for series of Preferred Stock.

Section 2. Preferred Stock. The Board of Directors is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares thereof, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the voting rights, preferences, qualifications, privileges, limitations, options, restrictions, conversion rights and other special or relative rights of such series. Each of such series may differ from every other series previously authorized, as may be determined by the Board of Directors in any or all respects, to the fullest extent now or hereafter permitted by the laws of the State of Florida, including, but not limited to, the variations between different series in the following respects:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors;

(b) The annual dividend or dividend rate for such series, and the date or dates from which dividends shall commence to accrue;

(c) The price or prices at which, and the terms and conditions on which, if any, the shares of such series may be redeemed or made redeemable;

(d) The purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;

(e) The preferential amount or amounts, if any, payable upon shares of such series in the event of liquidation, dissolution, or winding up of the corporation;

(f) The voting rights, if any, of the shares of such series;

(g) The terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the Corporation or other securities into which such shares may be converted;

(h) The relative seniority, priority or junior rank of such series as to dividends or assets with respect to any other classes or series of capital stock then or thereafter to be issued; and

(i) Such other terms, preferences, qualifications, privileges, limitations, options, restrictions, and other special rights, if any, of shares of such series as the Board of Directors may, at the time of such resolution or resolutions, lawfully fix or determine under the laws of the State of Florida;

(j) All shares within each series of Preferred Stock shall be alike in every particular, except with respect to the dates from which dividends, if any, shall commence to accrue.

(k) Unless otherwise provided by law, the Articles of Incorporation or the Bylaws of the Corporation, or in a Board of Directors resolution(s) establishing any particular series of Preferred Stock, the aggregate number of authorized shares of Preferred Stock may be increased by an amendment to the Articles of Incorporation approved solely by a majority vote of the outstanding shares of Class A Common Stock.

Section 3. The Board of Directors may in its discretion, at any time or from time to time, issue or cause to be issued all or any part of the authorized and unissued shares of Preferred Stock or all or any part of the authorized and unissued shares of Common Stock for consideration of such character and value as the Board of Directors shall from time to time fix or determine.

Section 4. The Common Stock shall be subject to the prior rights of holders of any series of Preferred Stock outstanding, according to the preferences, if any, of such series.

Section 5. The Corporation may issue shares of stock, option rights, or securities having conversion or option rights, without first offering them to the holders of Preferred Stock or Common Stock.

ARTICLE V.

The principal office of this Corporation shall be 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, and its initial registered agent at that address shall be Steven C. Koegler. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

ARTICLE VIII.

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
R. Ernest Ferrell, Jr.	4655 Salisbury Road, Suite 390 Jacksonville, Florida 32256
Steven C. Koegler	4655 Salisbury Road, Suite 390 Jacksonville, Florida 32256

ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act

of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE XI.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XIII.

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

1. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
2. Reorganization, merger or consolidation of the Corporation;

3. Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
4. Dissolution of the Corporation.

ARTICLE XIV.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

ARTICLE XV.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI.

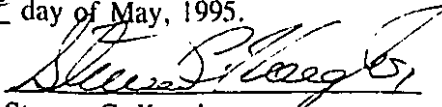
The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Steven C. Koegler	4655 Salisbury Road, Suite 390 Jacksonville, Florida 32256

ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 30th day of May, 1995.


Steven C. Koegler

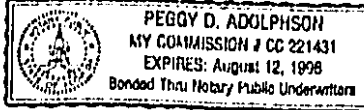
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Articles of Incorporation were acknowledged before me this 30th day of May, 1995, by Steven C. Kogler, who is personally known to me or who has produced identification.

Peggy D. Adolphson

Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My Commission Expires:



Personally known.

Produced _____ as identification.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that Ferrell Holdings, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Steven C. Koegler, located at 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: 
Steven C. Koegler, Registered Agent

FILED
95 JUN -6 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P95000045472

FLORIDA DEPARTMENT OF STATE
Dendra B. Mortimer
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

FERRELL HOLDINGS, INC., a Florida corporation, P95000045472

INTO

SPECIALIZED TECHNOLOGIES, INC., a Delaware corporation not qualified in
Florida.

File date: April 25, 1996, effective April 26, 1996

Corporate Specialist: Joy Moon-French

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000045472



ACCOUNT NO. : 072100000032
REFERENCE : 931354 10915A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : April 25, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 931354

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Koegler
Post Office Box 550587

Jacksonville, FL 32255-0587

700001794737
-04/25/96--01076--005
*****70.00 *****70.00

ARTICLES OF MERGER

FERRELL HOLDINGS, INC.

EFFECTIVE DATE
4-26-96

INTO

SPECIALIZED TECHNOLOGIES, INC.

FILED
96 APR 25 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Daniel Leggett

EXAMINER'S INITIALS:

O.K.
per
S.P.

4/25
merger

AGREEMENT AND ARTICLES OF MERGER

Of

Specialized Technologies, Inc.
(The Surviving Corporation)

And

Ferrell Holdings, Inc.

FILED
96 APR 25 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
4-26-96

THIS AGREEMENT AND ARTICLES OF MERGER are entered into this 24th day of April, 1996, between **Specialized Technologies, Inc.**, a Delaware corporation, hereinafter called "STI" and **Ferrell Holdings, Inc.**, a Florida corporation, hereinafter called "Holdings". STI and Holdings do hereby certify that such Plan and Articles of Merger were approved by the sole shareholder of STI entitled to vote on April 16, 1996 and approved by the shareholders of Holdings entitled to vote on April 16, 1996. The number of votes cast was sufficient for approval.

WHEREAS, STI is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on March 12, 1996. STI has an authorized capital stock consisting of 1,500 shares of Common Stock, no par value, of which 100 shares are currently issued and outstanding.

WHEREAS, Holdings is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 6, 1995. Holdings has an authorized capital stock consisting of 5,000,000 shares of Class A Voting Common Stock, 5,000,000 shares of Class B Nonvoting Common Stock and 2,000,000 shares of Preferred Stock, all of \$.01 par value. 100,000 shares of Class A Voting Common Stock are currently issued and outstanding. No shares of Class B Common or Preferred Shares have been issued.

WHEREAS, the shareholders of STI and Holdings respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties that Holdings merge with STI under and pursuant to the provisions of Sections 607.1101, Florida Statutes (1995) and to Section 252 of the Delaware Corporation Laws (1995).

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned corporations, by the hands and seals of their respective President and Secretary, hereby agree and subscribe to the following Articles of Merger.

**Article I.
Merger.**

Holdings shall be, and it hereby is, merged with and into STI.

**Article II.
Effective Date.**

The effective date of the merger shall be April 26, 1996, immediately upon compliance with the laws of the States of Florida and Delaware, such time and effectiveness being hereinafter called the Effective Date.

**Article III.
Surviving Corporation.**

3.1. STI (sometimes called "the Surviving Corporation") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, but the separate corporate existence of Holdings shall cease forthwith upon the Effective Date.

3.2. Upon the Effective Date, the name of the Surviving Corporation shall be Ferrell Holdings, Inc., pursuant to the Amended and Restated Certificate of Incorporation attached as Exhibit A.

**Article IV.
Articles of Incorporation.**

Upon effectiveness of the merger, the Restated Certificate of Incorporation of Specialized Technologies, Inc. is amended in its entirety so as to read as set forth on Exhibit A hereto,

**Article V.
Bylaws.**

The bylaws of STI shall be the bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**Article VI.
Further Assurances of Title.**

If any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of Holdings held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, Holdings and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the

Surviving Corporation or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of this Agreement of Merger and the Surviving Corporation and the proper officers and directors thereof of are fully authorized to take any and all such action in the name of Holdings or otherwise.

Holdings shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

**Article VII.
Authorized Capital.**

The authorized capital stock of the Surviving Corporation following the Effective Date shall be 5,000,000 shares of Class A Voting Common Stock, 5,000,000 shares of Class B Nonvoting Common Stock and 2,000,000 shares of Preferred Stock, all of \$.01 par value, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

**Article VIII.
Retirement of STI Stock.**

Forthwith upon the Effective Date, each of the 100 shares of the Common Stock of STI presently issued and outstanding shall be retired and cancelled, and no shares of stock of the Surviving Corporation shall be issued in respect thereof.

**Article IX.
Conversion of Holdings Stock.**

Forthwith upon the Effective Date, each of the issued and outstanding shares of the Common Stock of Holdings and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Class A Common Stock of the Surviving Corporation, and each certificate nominally representing shares of Common Stock of Holdings shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the Surviving Corporation. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of Holdings but, as certificates nominally representing shares of Common Stock of Holdings are surrendered for transfer, the Surviving Corporation will cause to be issued certificates representing shares of Common Stock of the Surviving Corporation and, at any time upon surrender by any holder of certificates nominally representing shares of Common Stock of Holdings, the Surviving Corporation will cause to be issued therefor certificates for a like number of shares of Common Stock of the Surviving Corporation.

**Article X.
Book Entries.**

The merger contemplated hereby shall be treated as a pooling of interest and as of the Effective Date entries shall be made upon the books of the Surviving Corporation in accordance with the following:

10.1. The assets and liabilities of Holdings shall be recorded at the amounts at which they are carried on the books of Holdings immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 100 shares of Common Stock of STI presently issued and outstanding.

10.2. There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion of the outstanding Common Shares of Holdings.

10.3. There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of Holdings immediately prior to the Effective Date.

10.4. There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of Holdings immediately prior to the Effective Date.

**Article XI.
Directors.**

The Board of Directors of the Surviving Corporation following the Effective Date shall consist of two members, who shall hold office from the Effective Date until the next annual meeting of shareholders of Surviving Corporation, until successors shall be elected and shall qualify. The names and post office addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
R. Ernest Ferrell, Jr.	10151 Deerwood Park Blvd. Building 100, Suite 200 Jacksonville, Florida 32256
Steven C. Koegler	10151 Deerwood Park Blvd. Building 100, Suite 200 Jacksonville, Florida 32256

**Article XII.
Officers.**

The officers of the Surviving Corporation following the Effective Date shall be two in number and shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office. The names and post office addresses of such officers are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	R. Ernest Ferrell, Jr.	10151 Deerwood Park Blvd. Building 100, Suite 200 Jacksonville, Florida 32256
Secretary/ Treasurer	Steven C. Koegler	10151 Deerwood Park Blvd. Building 100, Suite 200 Jacksonville, Florida 32256

**Article XIII.
Place of Business**

The executed Agreement of Merger between STI and Holdings is on file at the principal business office of the Surviving Corporation which is located at 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256. A copy of this Agreement of Merger will be furnished by the Surviving Corporation on request and without cost, to any shareholder of each constituent corporation.

**Article XIV.
Effect of Merger.**

On the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both STI and Holdings, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both STI and Holdings, and all property, real, personal, and mixed, and all debts due to either of the merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to both STI and Holdings shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective singular corporation; and the title to any real estate, whether vested by deed or


otherwise, in either STI or Holdings shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either STI or Holdings shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

**Article XV.
Right of Termination.**

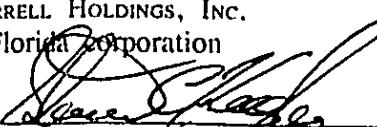
This Agreement and Articles of Merger may be terminated and abandoned by action of the Board of Directors of Holdings at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of the respective corporations, the parties hereto have caused this Agreement and Articles of Merger to be signed and sealed the day and year first above stated.

SPECIALIZED TECHNOLOGIES, INC.
a Delaware corporation

By: 
Steven C. Koegler
President and Secretary

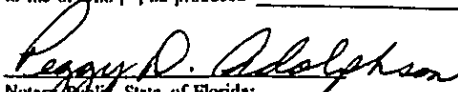
FERRELL HOLDINGS, INC.
a Florida corporation

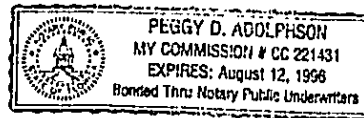
By: 
Steven C. Koegler
Vice President and Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)


The foregoing Agreement and Articles of Merger was acknowledged before me this 24th day of April, 1996, by Steven C. Koegler, the President and Secretary of Specialized Technologies, Inc., a Delaware corporation, and Vice President and Secretary of Ferrell Holdings, Inc., a Florida corporation, who acknowledged that he signed on behalf of the two corporations and who [x] is personally known to me or who [] has produced _____ as identification.


Notary Public, State of Florida:
Printed or Stamped Name of Notary:
Notary's commission expires:




**CERTIFICATE OF SECRETARY OF
SPECIALIZED TECHNOLOGIES, INC.**

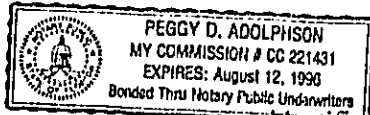
The undersigned, being the Secretary of Specialized Technologies, Inc., does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement and Articles of Merger on April 16, 1996.


Steven C. Koegler, Secretary of
Specialized Technologies, Inc.

Sworn to and subscribed before me this
22nd day of April, 1996.


Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My Commission Expires:


X Personally known
Produced _____



as identification.

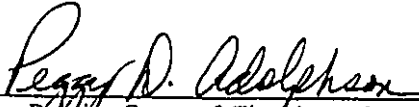
**CERTIFICATE OF SECRETARY OF
FERRELL HOLDINGS, INC.**

The undersigned, being the Secretary of Ferrell Holdings, Inc., does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Sections 607.1101, Florida Statutes (1995), to the adoption of the foregoing Agreement and Articles of Merger on April 16, 1996.



Steven C. Kogler, Secretary of
Ferrell Holdings, Inc.

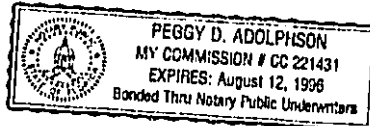
Sworn to and subscribed before me this
22nd day of April, 1996.



Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My Commission Expires:

 X Personally known

Produced _____ as identification.



**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SPECIALIZED TECHNOLOGIES, INC.**

The original name of the Corporation was Specialized Technologies, Inc. The Corporation was incorporated on March 12, 1996.

This Restated Certificate of Incorporation restates and integrates and also further amends the Certificate of Incorporation of this Corporation, and was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FIRST: The name of the Corporation as of the effective date of this Amended and Restated Certificate of Incorporation shall be: **Ferrell Holdings, Inc.**

SECOND: The registered agent and registered office of this Corporation shall be The Company Corporation, located at Three Christina Centre, 201 North Walnut Street, Wilmington, Delaware 19801. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

THIRD: The purposes of the Corporation and the general nature of the businesses to be transacted shall be as follows:

1. To purchase, own and hold shares of stock of other corporations and to sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of such stock; to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock; to promote, lend money to, guarantee dividends, stocks, bonds, notes, evidences of indebtedness, contracts and otherwise aid such corporations or associations whose stock it owns in any manner which shall be lawful; and in general to direct the operations of other corporations through the ownership of stock therein;
2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;
3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;
4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or

EXHIBIT A

foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Delaware; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country,

patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Delaware, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

FOURTH: The authorized capital stock of the Corporation shall be 10,000,000 shares of Common Stock, par value One Cent (\$.01) per share, and 2,000,000 shares of Preferred Stock, par value One Cent (\$.01) per share.

1. Common Stock. Of the 10,000,000 authorized shares of Common Stock, there shall be Five Million (5,000,000) shares of Class A Voting Common Stock, par value \$.01 per share and Five Million (5,000,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share. All stock issued shall be fully paid and non-assessable.

(a) Class A Voting Common Stock shall have the sole and exclusive voting privileges of holders of Common Stock, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled,

after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding, subject to any preferences established by the Board of Directors for series of Preferred Stock.

(b) Class B Non-Voting Common Stock shall have no voting privileges whatsoever. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and Class A Voting Common Stock then issued and outstanding, subject to any preferences established by the Board of Directors for series of Preferred Stock.

2. Preferred Stock. The Board of Directors is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares thereof, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the voting rights, preferences, qualifications, privileges, limitations, options, restrictions, conversion rights and other special or relative rights of such series. Each of such series may differ from every other series previously authorized, as may be determined by the Board of Directors in any or all respects, to the fullest extent now or hereafter permitted by the laws of the State of Delaware, including, but not limited to, the variations between different series in the following respects:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors:

(b) The annual dividend or dividend rate for such series, and the date or dates from which dividends shall commence to accrue:

(c) The price or prices at which, and the terms and conditions on which, if any, the shares of such series may be redeemed or made redeemable;

(d) The purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;

(e) The preferential amount or amounts, if any, payable upon shares of such series in the event of liquidation, dissolution, or winding up of the Corporation;

(f) The voting rights, if any, of the shares of such series;

(g) The terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the Corporation or other securities into which such shares may be converted;

(h) The relative seniority, priority or junior rank of such series as to dividends or assets with respect to any other classes or series of capital stock then or thereafter to be issued; and

(i) Such other terms, preferences, qualifications, privileges, limitations, options, restrictions, and other special rights, if any, of shares of such series as the Board of Directors may, at the time of such resolution or resolutions, lawfully fix or determine under the laws of the State of Delaware;

(j) All shares within each series of Preferred Stock shall be alike in every particular, except with respect to the dates from which dividends, if any, shall commence to accrue.

(k) Unless otherwise provided by law, the Certificate of Incorporation or the Bylaws of the Corporation, or in a Board of Directors resolution(s) establishing any particular series of Preferred Stock, the aggregate number of authorized shares of Preferred Stock may be increased by an amendment to the Certificate of Incorporation approved solely by a majority vote of the outstanding shares of Class A Common Stock.

3. The Board of Directors may in its discretion, at any time or from time to time, issue or cause to be issued all or any part of the authorized and unissued shares of Preferred Stock or all or any part of the authorized and unissued shares of Common Stock for consideration of such character and value as the Board of Directors shall from time to time fix or determine.

4. The Common Stock shall be subject to the prior rights of holders of any series of Preferred Stock outstanding, according to the preferences, if any, of such series.

5. The Corporation may issue shares of stock, option rights, or securities having conversion or option rights, without first offering them to the holders of Preferred Stock or Common Stock.

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

SEVENTH: The names and street addresses of the members of the current Board of Directors, who, subject to the provisions of the Bylaws and this Restated Certificate of

Incorporation, shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
R. Ernest Ferrell, Jr.	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256
Steven C. Koegler	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Certificate of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any

such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

NINTH: The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with this Certificate of Incorporation or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

TENTH: The Corporation shall indemnify to the fullest extent now or hereafter permitted by law, each director or officer of the Corporation who was or is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties) and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided however, that this provision shall not eliminate or limit the liability of a director or the extent that such elimination or limitation of liability is expressly prohibited by the Delaware General Corporation Law as in affect at the time of the alleged breach of duty by such director.

Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article. The rights conferred by this Article shall not be exclusive or any other right which the Corporation may now or hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Restated Certificate of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The rights conferred by this Article shall continue as to any 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.

For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person who is or was serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation

ELEVENTH: This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

TWELFTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

THIRTEENTH The principal business office of this Corporation shall be 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256.

FOURTEENTH: Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

FIFTEENTH: If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

SIXTEENTH: The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:


1. Amendment, alteration, change or repeal of any provision of the Certificate of Incorporation;
2. Reorganization, merger or consolidation of the Corporation;

3. Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
4. Dissolution of the Corporation.

SEVENTEENTH: A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

EIGHTEENTH: The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

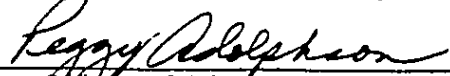
IN WITNESS WHEREOF, the undersigned President and Secretary has hereunto set his hand and seal for the purpose filing this Amended and Restated Certificate of Incorporation and does certify that the facts herein stated are true, all on this 24th day of April, 1996.



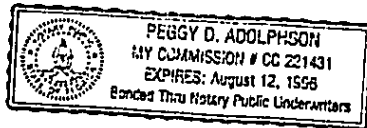
 Steven C. Koegler
 President and Secretary of
 Specialized Technologies, Inc.

STATE OF FLORIDA)
 COUNTY OF DUVAL)

The foregoing Restated Certificate of Incorporation were acknowledged before me this 24th day of April, 1996, by Steven C. Koegler, the President and Secretary of Specialized Technologies, Inc., who acknowledged that he signed on behalf of the Corporation and who is personally known to me or who has produced identification.



 Notary Public, State of Florida at Large
 Notary's Stamped or Printed Name:
 My Commission Expires:



Personally known.
 _____ Produced _____ as identification.