

Division of Corporations

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P95000046373

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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BASIC AMENDMENT

CRYSTAL PHOTONICS, INC.

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Amended & Restated
Articles

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February 17, 1999

CRYSTAL PHOTONICS, INC.
2615 WESTMINSTER TERR
OVIEDO, FL 32765

SUBJECT: CRYSTAL PHOTONICS, INC.
REF: P95000046373

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the date of adoption within the certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000003872
Letter Number: 299A00007200

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF CRYSTAL PHOTONICS, INC.**

CRYSTAL PHOTONICS, INC., a Florida corporation (the "Corporation"), pursuant to Sections 607.1006 and 607.1007, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Crystal Photonics, Inc.
2. The Amended and Restated Articles of Incorporation are as follows:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

CRYSTAL PHOTONICS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock, par value \$0.01 per share ("Common Stock"). The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares. Except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

ARTICLE IV. CORPORATE ADDRESS; REGISTERED AGENT

The principal address for the corporation shall be 2729 North Financial Court, Sanford, Florida 32773.

This document was prepared by:
James G. Balletta, Esquire
Florida Bar Number: 0443050
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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TALLAHASSEE, FLORIDA

The street address of the registered office of this corporation shall be 215 North Eola Drive, Orlando, Florida 32801; and the name and address of the Registered Agent shall be that of James G. Balletta.

ARTICLE V. BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of not less than one (1) and not more than seven (7) persons. The actual number of directors shall be established by the Bylaws. A quorum for a meeting of the Board of Directors shall consist of not less than a majority of the Directors. Any member of the Board of Directors or the Chairman of the Board or the President may call a special meeting of the Board of Directors upon at least two (2) days' notice of the date, time and place of the meeting.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

This Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced from time to time.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 16 day of February, 1999.

By: Bruce H.T. Chai

Bruce H.T. Chai, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having a business office as set forth above and having been designated as the Registered Agent in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0850, Florida Statutes.

By: James G. Balletta

James G. Balletta

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of Crystal Photonics, Inc. contains an amendment to the Articles of Incorporation requiring shareholder approval and was approved by the Corporation's Board of Directors and Shareholders by Unanimous Written Consent dated February 16th, 1999, and the number of votes cast for the approval of such Amended and Restated Articles of Incorporation was sufficient for approval by the shareholders of the Corporation.

Date: February 16, 1999

By: Bruce H.T. Chai

Bruce H.T. Chai, President