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BASIC AMENDMENT

CRYSTAL PHOTONICS, INC.

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

The Articles of Incorporation of CRYSTAL PHOTONICS, INC., a Florida corporation, are hereby amended and restated in their entirety as follows:

ARTICLE I NAME

The name of the corporation is CRYSTAL PHOTONICS, INC. (hereinafter referred to as the "Corporation").

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation are 5525 Benchmark Lane, Sanford, Florida 32773.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 75,000,000 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 of involuntary) or otherwise.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 215 North Eola Drive, Orlando, Florida 32810, and the name of its registered agent of at such office is Matthew R. O'Kane.

ARTICLE VII 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 VIII
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX
INDEMNIFICATION

The 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.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 30^{th} day of April, 2003.

Bruce K.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 607.0505, Florida Statutes.

Matthew R. O'Kane

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 a majority of the shareholders by Written Consent dated April 30, 2003, 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.

Dated: April 30, 2003

Bruce H.T. Chai, President