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*Amended &
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FILED
2012 APR -6 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
4/16/12

ENTREPRENEURSHIP
LAW FIRM, P.L.
Advising Business Owners



April 4, 2012

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation for Powers McNalis Group, Inc.

Dear Sir/Madam:

Enclosed please: (A) the original signed amended and restated articles of incorporation for Powers McNalis Group, Inc.; and (B) a check in the amount of \$35.00, to cover the filing fee. Please file the amended and restated articles of incorporation and send notification of same to 930 Woodcock Rd, Ste. 223, Orlando, FL 32803.

If you have any questions or need further information, please do not hesitate to contact me at the telephone number below. Thank you for your assistance.

Very truly yours,

Edward R. Alexander, Jr.

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POWERS MCNALIS GROUP, INC.**

FILED

2012 APR -6 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POWERS MCNALIS GROUP, INC., a Florida corporation (the "**Company**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to Sections 607.1003 of the Florida Statutes, on March 23, 2012, the members of the Board of Directors of the Company and the shareholders of the Company, unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Company.

ARTICLE I. Name

The name of the Company is:

POWERS MCNALIS GROUP, INC.

ARTICLE II. Business and Activities

The Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, the Company is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III. Capital Stock

Section 1. Capital Stock. The is authorized to issue and have outstanding at any one time up to two million five hundred thousand (2,500,000) shares of common stock, \$0.0001 par value per share (the "**Common Stock**"), in two series, with the rights, preferences, privileges and restrictions as set forth in these Amended and Restated Articles of Incorporation. Of the authorized shares of the Common Stock, one million five hundred thousand (1,500,000) shares shall be designated as voting common stock (the "**Voting Common Stock**") and one million (1,00,000) shares shall be designated as non-voting common stock (the "**Non-Voting Common Stock**").

Section 2. Except for voting rights, as described in this ARTICLE III, Section 3, both the Voting Common Stock and the Non-Voting Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 3. The holders of all series of the Common Stock shall be entitled to receive, pro-rata, when and as declared by the Board of Directors, out of any assets of the

Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 4. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Non-Common Stock shall not be entitled to vote, except as may be expressly required by the Florida Business Company Act for non-voting capital stock.

Section 5. All or any portion of the Common Stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

ARTICLE IV. Principal Office

The mailing address and principal office of the Company is: 1727 Crooked Lake Drive, Eustis, FL 32726.

ARTICLE V. Term of Existence

The Company shall exist perpetually unless dissolved according to law.

ARTICLE VI. Directors

Section 1. The number of directors may be either increased or diminished from time to time by the shareholders in accordance with the Bylaws of the Company, but there shall always be at least one (1) director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the directors from serving the Company in any other capacity and receiving compensation therefore.

Section 4. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of the Company, for any cause deemed sufficient by such shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of the Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Company.

ARTICLE VIII. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X. Indemnification

Section 1. The Company shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding because he or she is or was an officer or director of the Company (a "Company Related Proceeding") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Company; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Company; and
- (C) in the case of any criminal Company Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Company shall advance the reasonable expenses incurred by any officer or director who is a party to a Company Related Proceeding if:

- (A) he or she furnishes the Company with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Company with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made, in good faith, by the Board of Directors, excluding any director(s) seeking indemnification pursuant to this ARTICLE X, that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Company shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Company Related Proceeding

to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Company Related Proceeding.

Section 4. An officer or director who is or was a party to a Company Related Proceeding may apply for indemnification to the court conducting such Company Related Proceeding or to another court of competent jurisdiction.

ARTICLE XI. Shareholders' Agreements

The shareholders of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among shareholders that would be otherwise appropriate only between partners. A shareholders' agreement among less than all shareholders may only affect the management of the Company by providing for the manner in which parties to such shareholders' agreement will vote their shares. Any shareholders' agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any shareholder pursuant to the inspection of records procedure for shareholders as provided in the Florida Business Company Act. If a shareholders' agreement has been entered into, all stock certificates owned by shareholders who are parties to the agreement shall have an appropriate notation referencing the shareholders' agreement. No committee of the Board of Directors may pre-empt the shareholders' agreement signed by all shareholders.

ARTICLE XII. Affiliated Transactions

The Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Company.

3. The members of the Board of Directors of the Company unanimously approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 28 day of March, 2012.



Mark Powers, President