

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

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ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

BH 1/25/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 1/25 12:00
Will Pick Up

RE: Polynett-Hedgcock, Inc.

50 JAN 25 AM 11:05

C.C. FEE. DISBURSED

TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend., File
☐ Dissolution/Withdrawal
☐ O U S
☐ Fictitious Name File

☐ Name Reservation -01/25/96--04051--009
☐ Annual Report/Reinstatement ***122.50 ***122.50
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE..... \$
DISBURSED..... \$
SURCHARGE..... \$
TAX on corporate supplies..... \$
SUBTOTAL..... \$
PREPAID..... \$
BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
POLYNETTECH, INC.

FILED
95 JAN 25 AM 11:05
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is POLYNETTECH, INC., a Florida corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 21 Southeast First Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER, ESQ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors constituting the initial Board of Directors. The number of Directors may be

either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of this corporation are:

Richard M. Brenner, Director
21 Southeast First Avenue
Suite 800
Miami, Florida 33131

Wallace Shakun, Director
21 Southeast First Avenue
Suite 800
Miami, Florida 33131

C. Stephen Keim, Director
President/Treasurer
21 Southeast First Avenue
Suite 800
Miami, Florida 33131

Peter Bond, Director
21 Southeast First Avenue
Suite 800
Miami, Florida 33131

David McMahon, Director
21 Southeast First Avenue
Suite 800, Miami, Florida 33131

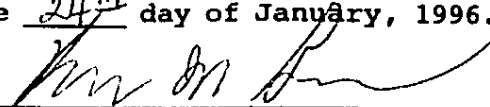
ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: RICHARD M. BRENNER, 21 Southeast First Avenue, Suite 800, Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24th day of January, 1996.



RICHARD M. BRENNER,
Incorporator

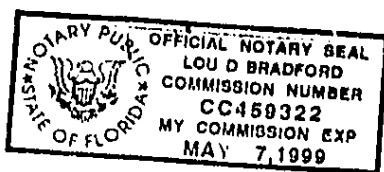
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD M. BRENNER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 24th day of January, 1996.

Lou D. Bradford
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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


In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

THAT POLYNETTECH, INC. desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 21 Southeast First Avenue, Suite 800, Miami, Florida
33131, has named RICHARD M. BRENNER as its agent to accept service
of process within Florida.

Dated: January 24, 1996


RICHARD M. BRENNER, Director

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.


RICHARD M. BRENNER
Registered Agent

corpoly.txt

P96000007764

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

RECEIVED
MAY 30 1996
TALLAHASSEE, FL 32301

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Polynettech, Inc. P96000007764
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
MAY 30 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 30 PM 1:19
DIVISION OF CORPORATION

Am/Post
CFC
5/30

Examiner's Initials

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
POLYNETTECH, INC.**

FILED
95 MAR 30 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Chief Executive Officer of Polynettech, Inc., a corporation organized and existing under laws of the State of Florida (the "Corporation"), does hereby certify as follows:

FIRST: That, the Corporation originally filed its Articles of Incorporation on January 25, 1996 with the Department of State for the State of Florida.

SECOND: The Certificate of Incorporation as heretofore is hereby amended by the supplement of new articles and the striking out of text and by substituting in lieu thereof the text which is set forth in the Amended and Restated Certificate of Incorporation hereinafter provided for.

THIRD: The provisions of the Certificate of Incorporation of the Corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument, and which is entitled Amended and Restated Certificate of Incorporation of Polynettech, Inc. without any further amendments other than the amendments herein certified and without any discrepancy between the provisions of the Certificate of Incorporation and the provisions of the said single instrument.

FOURTH: The amendments of the Certificate of Incorporation set forth herein have been duly adopted by unanimous written consent of the Board of Directors and by vote of a majority of the outstanding stock entitled to vote thereon at a meeting held in accordance with the provisions of Florida Business Corporation Act.

That, the text of the Certificate of Incorporation is hereby amended as follows:

1. Article IV-"Capital Stock" as it appears in the Articles of Incorporation shall be deleted and replaced in its entirety with the following new text:

This Corporation is authorized to issue 10,000,000 shares of ONE CENT (\$0.01) par value common stock which shall be designated as "Common Shares."

2. The following new article "ARTICLE IX-Supermajority Voting" is added to the Articles of Incorporation:

"ARTICLE IX. Supermajority Voting.

The Corporation's shareholders may amend or adopt by-laws of the Corporation to permit supermajority voting.

Any such supermajority voting requirement adopted by the shareholders of the Corporation cannot be repealed or amended by a vote of the Board of Directors."

3. The following new article "ARTICLE X- Indemnification" is added to the Articles of Incorporation:

"ARTICLE X. Indemnification.

(a) The Corporation shall indemnify to the fullest extent authorized by the laws of the State of Florida, any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that he 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 (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Florida. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (2) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to such action, suit or proceeding, (3) by independent legal counsel (A) selected by the Board of Directors prescribed in Subsection (1) or the committee prescribed in Subsection (2); or (B) if a quorum of the Directors cannot be obtained for Subsection (2), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate, (4) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such action, suit or proceeding, or (5) by such other means as may now or hereafter be permitted pursuant to the laws of the State of Florida. Such counsel shall exercise due care in such opinion and shall have no further duty or liability with respect thereto. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth above that the director, officer, employee, or agent met the applicable standard of conduct set forth in the laws of the State of Florida, or as authorized by the Board of Directors in the specified case, and in either event upon receipt of an undertaking by or on behalf of the director, officer,

employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as set forth herein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of shareholders or of disinterested directors or otherwise, and such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(b) Without limiting the generality of the provisions of Section (a) of this Article X, the Corporation shall have power to purchase and maintain insurance on behalf of any person who 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 any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Section 607.014 of the General Corporation Act or any other provision of law.

IN WITNESS WHEREOF, POLYNETTECH, INC. has caused this Certificate to be signed by Carroll Keim, its Chief Executive Officer, this 25th day of May, 1996.

POLYNETTECH, INC.

By: Carroll Keim
Carroll Keim
Chief Executive Officer / PREC.

FILED
96 MAY 30 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA