

P96000054250

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Amend, Rest. w/ N.C.

G. Coulette MAR 09 2006

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February 28, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: ANALYTICAL RESEARCH SYSTEMS (ARS), INC.
Document number: P96000054250

To whom it may concern:

Enclosed herewith please find the following:

- i. original and additional photocopy of the Amended and Restated Articles of Incorporation for Analytical Research Systems, Inc.;
- ii. a check for \$43.75 representing the filing fee and Certified Copy fee;
- iii. return Federal Express envelope.

The enclosed Amended and Restated Articles of Incorporation and fee are submitted for filing upon receipt by the Florida Division of Corporations.

PLEASE RETURN ALL CORRESPONDENCE IN THE ENCLOSED
ADDRESSED FEDERAL EXPRESS ENVELOPE.

Very Truly Yours,


Brenda Hamilton

BLH:ch

ORIGINAL

Exh. A Pg. 1 of 2
1/26/06

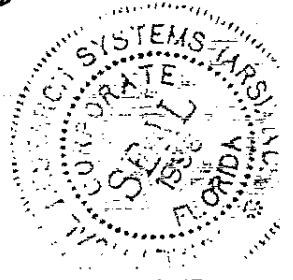
EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

Analytical Research Systems (ARS), Inc.

Dated January 26, 2006



Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Analytical Research Systems (ARS), Inc. ("the Corporation"), originally filed with the Secretary of State on June 24, 1996 under the name Analytical Research Systems (ARS), Inc. are hereby amended and restated in their entirety as follows.

ARTICLE I. NAME

The name of the Corporation is: **Analytical Research Systems, Inc.**

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the Corporation shall be 12109 South U.S. Highway 441, Micanopy, Florida 32667. The mailing address of the Corporation shall be P.O. Box 140218, Gainesville, Florida 32614.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is six hundred million (600,000,000) shares consisting of (i) five hundred million (500,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"), and (ii) one hundred million (100,000,000) shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

The Preferred Stock may be issued, from time to time, in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated in the resolutions adopted by the Board of Directors providing for the issuance of such Preferred Stock or series thereof, and the Board of Directors is hereby expressly vested with authority to fix such designations, preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions for each series, including, but not by way of limitation, the power to affix the redemption and liquidation preferences, the rate of dividends payable and the time for and the priority of payment thereof and to determine whether such dividends shall be cumulative or not and to provide for and affix the terms of conversion of such Preferred Stock or any series thereof into Common Stock of the Corporation and fix the voting power, if any, of Preferred Stock or any series thereof.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Exh. A Pg. 2 of 2
1/26/06

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of the Corporation is Lloyd S. Manukian, Esq., 10 West Adams St., 3rd Floor, Jacksonville, Florida 32202.

ARTICLE V. INDEMNIFICATION

The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity as a director or officer of the Corporation and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

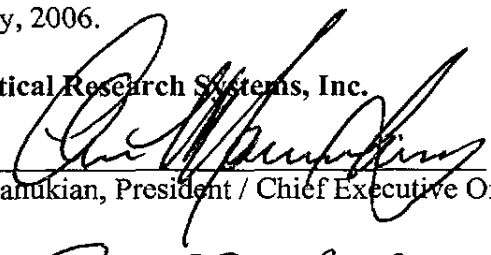
APPROVAL BY SHAREHOLDERS AND BOARD OF DIRECTORS

These Amended and Restated Articles of Incorporation were duly and unanimously approved by the Corporation's Shareholders on January 26, 2006, and the number of votes cast for the amendment by the Shareholders was sufficient for their approval. These Amended and Restated Articles of Incorporation were duly and unanimously approved by the Corporation's Board of Directors on January 26, 2006 and the number of votes cast for the amendment by the Directors was sufficient for their approval.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Secretary of State.

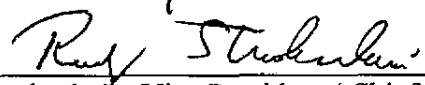
IN WITNESS WHEREOF, the Corporation hereby certifies that this Amendment has been unanimously approved by its Shareholders and Board of Directors and has caused these Amended and Restated Articles of Incorporation to be duly executed by its Chief Executive Officer thereunto authorized and attested to by its Secretary this 26th day of January, 2006.

Analytical Research Systems, Inc.

By: 
Ara Manukian, President / Chief Executive Officer

Ara Manukian
President / Chief Executive Officer
ARS-FL-00000001
#000000000000000000

ORIGINAL

Attest: 
Rudy Strohschein, Vice President / Chief Operations Office

