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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MIGHTY MAT, INC.

Certificate of Status	0
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Page Count	5
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Resubmit
Amended & Restated
Art.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 28, 2004

MIGHTY MAT, INC.
1400 CENTREPARK BLVD
#310
WEST PALM BEACH, FL 33401

SUBJECT: MIGHTY MAT, INC.
REF: P96000087303

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.

The new agent must sign and state that he/she is familiar with the obligations of the position as registered agent.

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) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H04000134470
Letter Number: 604A00042239

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIGHTY MAT, INC.**

The undersigned, being President of Mighty Mat, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

The name of the Corporation is Mighty Mat, Inc.

The date of the filing of its original Articles of Incorporation with the Secretary of State is October 21, 1996. The Corporation was incorporated under the Florida Business Corporation Act, as amended (the "FBCA").

These Amended and Restated Articles of Incorporation amend, restate and integrate the provisions of the Articles of Incorporation of the Corporation and have been duly proposed by the board of directors of the Corporation to, and have been duly adopted by written consent of, the holders of all the outstanding stock entitled to vote thereon in accordance with the provisions of Section 607.1003 of the FBCA.

The text of the Articles of Incorporation is hereby amended and restated to read as set forth in full below:

ARTICLE I

NAME

The name of the Corporation is Mighty Mat, Inc.

ARTICLE II

PURPOSE

The Company has been formed for the purpose of operating the business of designing, purchasing, selling and distributing slip-resistant products (the "Business"), and do any and all things necessary, related, convenient, desirable, incidental or appropriate in connection with such Business.

ARTICLE III

CAPITAL SHARES

The authorized capital stock of the Corporation consists of 100 shares of common stock with a par value of \$1.00 (the "Common Stock").

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TALLAHASSEE, FLORIDA

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The address, including street and number, of the registered office of the Corporation in Florida is 712 US HWY ONE, North Palm Beach, FL. 33408, and the name of the registered agent of the Corporation is David B. Norris.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The principal office and mailing address of the Corporation is 1400 Centrepark Boulevard, Suite 310, West Palm Beach, Florida, 33401.

ARTICLE VI

LIABILITY OF DIRECTORS

To the fullest extent permitted by the FCBA, as the same exists or may hereinafter be amended, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE VII

BY-LAWS

Any amendment to the By-Laws of the Corporation shall require the approval of the shareholders of the Corporation owning seventy-five percent (75%) of the shares of Common Stock entitled to vote on such amendment.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall, to the maximum extent permitted from time to time under the FCBA and the laws of the State of Florida, indemnify and hold harmless any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including reasonable and invoiced attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim. Such rights shall inure to the benefit

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of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of a director or officer of this Corporation existing at the time of such repeal or modification.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

Any amendment to the Corporation's Amended and Restated Articles of Incorporation shall require the approval of the shareholders of the Corporation owning seventy-five percent (75%) of the shares of Common Stock entitled to vote on such amendment.

IN TESTIMONY WHEREOF, the President has signed and sealed these Articles of Incorporation this 28 day of June, 2004.

MIGHTY MAT. INC.

By: Matthew K. Smith
Title: President

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