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December 15, 1999

VIA - FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

TALLAHASSEE, FLORIDA

99 DEC 16 PM 12:22

FILED

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-12/16/99--01058--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Best Rescue Systems, Inc.  
Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for Best Rescue Systems, Inc. Our check in the amount of \$35.00 is enclosed for same. If you have any questions, please do not hesitate to contact the undersigned.

Amend + Restate  
1-4-00  
DST

Yours very truly,



David S. Piercefield

DSP:ab  
Enclosures

**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BEST RESCUE SYSTEMS, INC.**

**FILED**  
99 DEC 16 PM 12:22  
CLERK OF CIRCUIT COURT  
STATE OF FLORIDA

The Amended and Restated Articles of Incorporation of Best Rescue Systems, Inc., a Florida corporation (attached hereto as Exhibit "A") were adopted by unanimous written consent of the directors by written action of a majority of the shareholders dated October 31, 1999.

The amendments to the Articles of Incorporation have been adopted pursuant to Section 607.0821 and Section 607.0704, Florida Statutes and there are no discrepancies between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted, as aforesaid, and the omission of matters of historical interest. These Amended and Restated Articles of Incorporation are entirely new and the old Articles have been repealed in their entirety except that the name of the corporation is unchanged.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Best Rescue Systems, Inc., a Florida corporation, do make, file and record these Amended and Restated Articles of Incorporation and do certify that the facts herein stated are true; and they have accordingly hereunto set their hand and seal.

Dated: October 31, 1999.

BEST RESCUE SYSTEMS, INC.

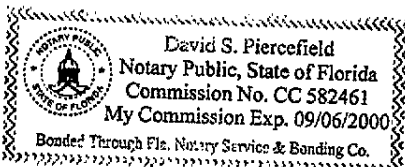
By: Robert Kirkland  
Its: President & Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

Be it remembered that on this 31<sup>st</sup> day of October, 1999 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, Robert Kirkland, President & Secretary of Best Rescue Systems, Inc., party to the foregoing amended and restated Articles of Incorporation known to me personally to be such, and I having first made known to him the contents of said Amended and Restated Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed for and on behalf of said corporation. Given under my hand and seal this 31<sup>st</sup> day of October, 1999.

Robert Kirkland  
Robert Kirkland

Sworn to and subscribed before this 31<sup>st</sup> day of October, 1999 by Robert Kirkland who is personally known by me.



David S. Piercefield  
Notary Public  
My Commission Expires:

## EXHIBIT "A"

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BEST RESCUE SYSTEMS, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows: ---

#### ARTICLE I ---

##### NAME, ADDRESS AND CORPORATE EXISTENCE

The name of this Corporation shall be BEST RESCUE SYSTEMS, INC. The mailing address shall be 230 Lookout Place, Suite 200, Maitland, Florida 32751. ---

#### ARTICLE II ---

##### PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law including, without limitation and only by illustration, the following: ---

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced. ---

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated. ---

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets. ---

(d) To lend money to and use its credit to assist its officers and employees. ---

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges subject to ---

royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purposes any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

### ARTICLE III CAPITAL STOCK

#### 1. Number and Class of Shares Authorized: Par value.

This Corporation is hereby authorized to issue up to 10,000,000 shares of voting common stock, having a par value of \$0.0001, which shall be designated "Common Stock". All previously issued shares of common stock remain outstanding, unaffected hereby except that henceforth the par value of such shares shall likewise be \$0.0001 per share.

#### 2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record

holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 2818 Yucca Street, Orlando, Florida 32807 and the registered agent of the Corporation at that address shall be Cindy Kirkland. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE V

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VI

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, incorporator(s) and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, incorporator(s) and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE VII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII  
HEADING AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.