

CORPORATE
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TALLAHASSEE, FLORIDA

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Amended & Restated

1.) Advanced Plastics Technologies, Inc.
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

NR
6/30/00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED PLASTICS TECHNOLOGIES, INC.**

00 JUN 30 AM 11:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Advanced Plastics Technologies, Inc. (hereinafter the "Corporation") originally filed with the Secretary of State of the State of Florida are hereby amended and restated as follows:

**Article I
Name**

The name of the corporation ("Corporation") is Advanced Plastics Technologies, Inc.

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation are 470 Andalusia Avenue, Ormond Beach, Florida 32174.

**Article III
Purposes**

The purposes for which the Corporation is formed are:

- (1) to provide engineering, industrial design and consulting services;
- (2) to enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue;
- (3) to engage in any other lawful business permitted under laws of the state of Florida;
- (4) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation, and in general, either along or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

The Corporation also shall have all the general powers granted by law to Florida corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

Article IV **Capital Stock**

The total number of shares of Capital Stock that the Corporation has authority to issue is One Million Five Hundred Thousand Shares (1,500,000) shares, consisting of (i) One Million (1,000,000) shares of Common Stock, par value \$0.001 per share ("Common Stock") and (ii) Five Hundred Thousand (500,000) Shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock"). Prior to these Articles of Amendment and Restatement, the Corporation had authority to issue 1000 shares of Common Stock, par value \$1.00 per share, and each share of previously issued Common Stock, \$1.00 par value, shall be reclassified as a share of Common Stock, par value \$0.001 per share.

The designations, preferences, limitations and relative rights of the Common Stock and the Preferred Stock are as follows:

A. Common Stock

1. **Voting Rights.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including without limitation the election of directors.

2. **Dividends.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, the holders of the Common Stock shall be entitled to receive when, as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. **Liquidating Distributions.** Upon any liquidation, dissolution or winding up of the Corporation, whether involuntary or voluntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock as provided in Section B of this Article IV, the remaining assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. Preferred Stock

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have squinch designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed

herein and in the resolution or resolutions providing of the issuance of such class or series adopted by the Board of Directors as hereinafter provided.

2. Preferences. Authority is hereby granted and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to effect the issuance and redemption of any Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares constituting a class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, of qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices and the terms and conditions upon which, and the time or times at which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall be cumulative or noncumulative, and if cumulative the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether and the circumstances under which the shares of any class or series shall be convertible into or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices, ratio or ratios, or the rate or rates at which such conversion or exchange may be

made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Article V **Registered Office and Agent**

The street address of the Corporation's registered office is 470 Andalusia Avenue, Ormond Beach, Florida 32174. The Corporation's registered agent at that address is Jeffrey P. Badovick.

Article VI **Directors**

The number of Directors of the Corporation shall be two (2), until changed as provided by the By-Laws of the Corporation.

Article VII **Indemnification of Directors and Officers**

The Corporation shall indemnify, to the fullest extent permitted by Florida law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Florida law, as applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified

by Florida law, as applicable from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board of Directors. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the Articles of Incorporation of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

Article VIII **Preemptive Rights**

No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds, notes, debentures or other obligations convertible into stock; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

Article IX **Transactions With Directors and Officers**

Any contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any entity of which one or more of its directors or officers are directors, officers, or employees, or in which they are stockholders or otherwise have an interest, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors that acts upon or in reference to such contract or transaction, and notwithstanding the participation by such director or directors in such action, if the fact of such interest shall be disclosed to or known to the Board of Directors acting on such contract or transaction, and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote sufficient for that purpose, which may include the votes of such director or directors. Such director or directors may also be counted in determining the presence of a quorum at such meeting.

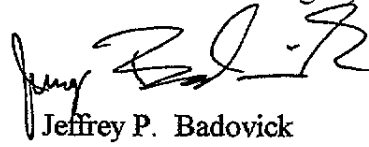
These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Shareholders on June 29, 2000 and the number of votes cast for the amendment by the Directors and Shareholders was sufficient for approval.

In witness whereof, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 29th day of June, 2000.

Advanced Plastics Technologies, Inc.

(Seal)

By:

A handwritten signature in black ink, appearing to read "Jeffrey P. Badovick", written over a horizontal line.

Jeffrey P. Badovick
President