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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SALES SYSTEMS, INC.

Certificate of Status	0
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Page Count	03
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AM + Restate
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Transmittal Cover Sheet

TO Division of Corporations (((H02000175599 8)))
Company Florida Department of State
Fax Number (850) 205-0380
Phone Number
FROM Marion M. Baker
File Number 49295.010000
Comments Attached please find **Amended and Restated Articles of Incorporation of Sales Systems, Inc.** Please attend to filing the same today.
Thank you.

Date August 2, 2002
Time 12:31 PM
No. Pages Including this cover sheet - 6 -

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

SALES SYSTEMS, INC.

(a Florida corporation)

I, MICHAEL B. SHADER, being the sole Director of SALES SYSTEMS, INC., a Florida corporation (the "Corporation"), hereby certify:

1. The amendment and restatement of the Corporation's Articles of Incorporation as set forth below was duly approved by joint written consent of the sole member of the Corporation's Board of Directors and by the majority shareholders of the Corporation's issued and outstanding capital stock effective January 31, 2002, representing the number of votes sufficient for approval of the Amended and Restated Articles of Incorporation. The number of shares of the Corporation's issued and outstanding capital stock as of such date is: 10,000 shares.

2. The text of the Corporation's Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is: SALES SYSTEMS, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in or transact any and all lawful business activities for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 1340 Orange Avenue, Winter Park, Florida 32789.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is: 1340 Orange Avenue, Winter Park, Florida, 32789. The name of the registered agent at such address is: Michael B. Shader.

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ARTICLE V - PERPETUAL EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to any applicable state of Florida or federal law.

ARTICLE VI - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Twenty Thousand (20,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE VII - DIRECTORS

Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified.

ARTICLE VIII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

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ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2002.

SALES SYSTEMS, INC.
a Florida corporation

By: 

Michael B. Shader, President, Secretary and
Director

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