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Ross, P. A.

(813)

APPROVED AND FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Facsimile Audit No.: H13000265836 3

**SECOND AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SUTTON ADVENTURES II, INC.**

SUTTON ADVENTURES II, INC., a Florida corporation (the "Corporation") does hereby certify the following:

1. The original Articles of Incorporation were filed with the Florida Secretary of State on October 9, 1998, and its document number with the State of Florida is P98000086777. The Articles of Incorporation were amended and restated on April 24, 2000.
2. The Amended and Restated Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

The Corporation adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is SUTTON ADVENTURES, II. (the "Corporation") and its principal office and mailing address is 14620 North Nebraska Avenue, Building B, Tampa, Florida 33613.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation commenced its existence upon the filing of the Articles of Incorporation with the Florida Secretary of State on October 9, 1998.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue two classes of shares of stock to be designated as "Class A Common Stock" and "Class B Common Stock"; the total number of shares that may be issued by the Corporation is 10,000 shares, 5,000 shares to be Class A Common Stock and 5,000 shares to be Class B Common Stock, each share having a par value of \$1.00. All or any part of the Class A Common Stock and Class B Common Stock may be issued by the Corporation from time to time and for such consideration as may be determined and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing Shareholders; and once such consideration has been received by the Corporation, such shares shall be deemed fully paid.

The holders of shares of Class A Common Stock shall have exclusive voting rights and powers with respect to the Corporation. In all other respects, the shares of Class A Common Stock and shares of Class B Common Stock shall have the same preferences, limitations, and relative rights.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 1801 N. Highland Avenue, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is BUSH ROSS REGISTERED AGENT SERVICES, LLC.

ARTICLE VI
INCORPORATOR

The name and address of the Corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Larry D. Sutton	14620 North Nebraska Avenue, Building B Tampa, Florida 33613.

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ARTICLE VII
BY-LAWS

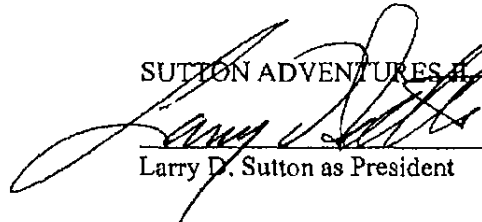
The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

ARTICLE VIII
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation effective as of this 11th day of NOV., 2013.

SUTTON ADVENTURES II, INC.



Larry D. Sutton as President

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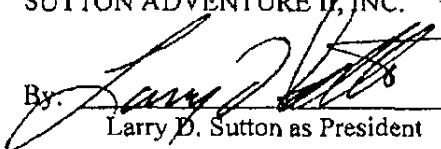
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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, SUTTON ADVENTURES II, INC., desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.


SUTTON ADVENTURE II, INC.

By: 
Larry D. Sutton as President

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation, and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT SERVICES, LLC

By: 
Joyon D. Acosta, Vice President

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AND

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TALLAHASSEE, FLORIDA

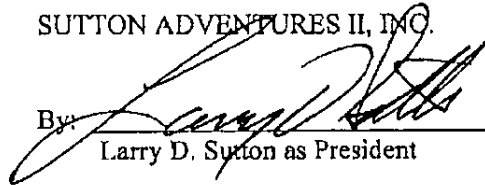
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3. The foregoing amendment and restatement shall become effective as of the close of business on the date these Second Amended & Restated Articles of Incorporation are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendment and restatement recited in Section 2 above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, *Florida Statutes*, the shareholders and the directors of the Corporation having executed a written statement, dated effective NOV 11th, 2013, manifesting their intention that the amendment and restatement be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Second Amended & Restated Articles of Incorporation to be prepared under the signature of its President this 11th day of Nov., 2013.

SUTTON ADVENTURES II, INC.

By: 
Larry D. Sutton as President