

SEP. 6. 2002 9:37AM
Division of Corporations

ROGERS TOWERS

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BASIC AMENDMENT
GREEN TECHNOLOGIES, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION OF
GREEN TECHNOLOGIES, INC.**

Green Technologies, Inc., a Florida corporation (the "Corporation"), does hereby certify that:


1. The Articles of Incorporation of the Corporation were amended and restated in their entirety as set forth in Exhibit A (the "Restated Articles") attached hereto.

2. A meeting of the Board of Directors of the Corporation was held on August 16, 2001, at which the Restated Articles were approved and it was recommended that the Restated Articles be presented to the Shareholders for adoption at a special meeting.

3. A special meeting of the Shareholders of the Corporation was held on August 16, 2001, at which the Restated Articles were adopted by a number of votes sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has hereunto set her hand this 16 day of August, 2001.

GREEN TECHNOLOGIES, INC.

By: 
Marla K. Buchanan
Vice President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GREEN TECHNOLOGIES, INC.**

Pursuant to Chapter 607 of the Florida Statutes, GreenTechnologies, Inc., does hereby amend and restate its Articles of Incorporation as follows, to wit:

ARTICLE I.

The name of this corporation is GreenTechnologies, Inc., hereinafter called the Corporation. The address of the Corporation's principal place of business is 605 N.W. 53rd Avenue, Suite A-15, Gainesville, Florida 32609.

ARTICLE II.

The term for which this corporation shall exist shall be perpetual. This corporation shall be effective as of January 25, 1999.

ARTICLE III.

The general purpose or purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

The aggregate number of shares of capital stock which this Corporation is authorized to issue is ten thousand (10,000) shares, all of which shall be at \$0.75 par value.

ARTICLE V.

The street address of the registered office of this Corporation in the State of Florida is 605 N.W. 53rd Avenue, Suite A-15, Gainesville, Florida 32609, and the name of its registered agent at such address is Marla K. Buchanan.

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ARTICLE VIII.

The following provisions are in furtherance and not in limitation of the powers granted to this Corporation under the laws of the State of Florida:

1. Any or all of the shares of stock of this Corporation may be issued by the Corporation from time to time for such consideration, as may be fixed from time to time for such consideration, as may be fixed from time to time by the stockholders of the corporation, in accordance with any shareholders' agreement which may be in effect from time to time, and any and all such shares to be issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

2. No holder of shares of common stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

3. All or any part of the capital stock of this Corporation may be payable or issued for the purchase of property, good will, labor or services at a just valuation thereof to be fixed by the Board of this Corporation at a meeting called for that purpose.

4. The Board is expressly authorized to make, alter and amend the By-Laws of the Corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of the Corporation; and

ARTICLE VI.

The names and street addresses of the members of the Board of Directors of this Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation, any Shareholders' Agreements which may be in effect from time to time, and the laws of the State of Florida, shall hold office until their successor shall have been elected and qualified, or until their earlier resignation, removal from office, or death, are:

<u>Name</u>	<u>Street Address and City</u>
Amir A. Varshovi	605 N.W. 53 rd Ave., Suite A-15 Gainesville, Florida 32609
Marla K. Buchanan	605 N.W. 53 rd Ave, Suite A-15 Gainesville, Florida 32609
Ropen Nalbandian	605 N.W. 53 rd Ave., Suite A-16 Gainesville, Florida 32609
Mike Samilian	4300 Old US Highway 41 South Sun City, Florida 33586
Richard Lim	4300 Old US Highway 41 South Sun City, Florida 33586

ARTICLE VII.

The name and street address of said incorporator and the person signing these Articles of Incorporation as the subscriber hereof is:

<u>Name</u>	<u>Street Address and City</u>
Marla K. Buchanan	605 N.W. 53 rd Ave., Suite A-15 Gainesville, Florida 32609

Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, all rights of said incorporator shall be deemed to have been assigned unto the above named directors.

5. The Corporation may, in its By-Laws, confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

6. Both stockholders and the Board shall have power, if the By-Laws so provide, to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statute) outside the State of Florida at such places as may be from time to time designated by the Board.

7. Election of directors shall be made in accordance with the Shareholders' Agreement in effect at the time of such election.

8. Any director may be removed at any time, with or without cause, upon the affirmative vote or by the written consent of the holders of a majority of the stock of this Corporation at that time having voting power for the election of directors; provided, however, that no director who shall have been elected by the holders of a separate class of stock shall be removed under the provisions of this subdivision except upon the affirmative vote of the holders of a majority of the class whose holders elected her or him, if such holders are then entitled to vote for the election of directors.

9. The Board shall have power to repeal the By-Laws of the Corporation. In addition to the powers and authorities herein and by statute expressly conferred upon it, the Board may exercise all such power and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the By-Laws of this Corporation.

10. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any individual or firm shall be in any way invalidated or otherwise affected by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of this Corporation, individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he, individually, or as a member of such firm or association is so interested shall be disclosed or shall have been known to the Board a majority of the members thereof and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board or of any committee of this Corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner shown now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

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ROGERS TOWERS

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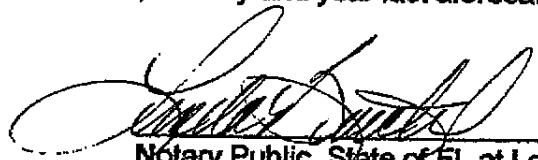
IN WITNESS WHEREOF, the undersigned does make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set her hand and seal this 18 day of August, 2001.

 (SEAL)
Maria K. Buchanan
Vice President

STATE OF FLORIDA)
:ss
COUNTY OF DUVAL)

I HEREBY CERTIFY that, on the 18 day of August, 2001, personally appeared before me, the undersigned authority, Maria K. Buchanan, the subscriber to the foregoing Amended Articles of Incorporation and the incorporator therein named, known to me personally to be such, and acknowledged the said Articles of Incorporation to be his act and deed, and, being first duly sworn, says that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office, the day and year last aforesaid.


Notary Public, State of FL at Large
Stamp:

LINDA BUICKEL
Notary Public, State of Florida
My comm. exp. Apr. 25, 2005
Comm. No. DD 020559

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