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LAW OFFICES OF
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2815 NORTHWEST THIRTEENTH STREET
GAINESVILLE, FLORIDA 32609-2889

June 20, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

8000004437068-4
-06/22/01--01047--007
*****35.00 *****35.00

RE: NANOCOAT TECHNOLOGIES, INC.

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Amended and Restated Articles of Incorporation; and
2. Our check in the amount of \$35.00

Please return the Certificate and a copy of the Amended Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,



Richard M. "Rick" Knellinger
RMK/kgf

Enclosures (2): as stated
cc: Client

*gave authorization
to add title
after James Salton's name
as 6/28*

FILED
01 JUN 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*as 6/28
Amend*

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

FILED
01 JUN 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Florida profit corporation, for the purposes of amending and restating its Articles of Incorporation under the Florida General Corporation Act, does hereby adopt, amend and restate its articles of incorporation, as follows:

ARTICLE I

The name of the Corporation is Nanocoat Technologies, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one million (1,000,000). Such shares shall be of a single class, and shall have a par value of one cent (\$0.01) per share.

ARTICLE V

The street address of the registered office of the corporation is: 12085 Research Drive, Alachua, Florida, 32615, and the name of its registered agent at such address is: James D. Talton.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be no less than two (2).

ARTICLE VII

The name and address of the incorporator is:

James D. Talton
4101 NW 21st Terrace
Gainesville, Florida 32605

The address of the principal place of business is:

12085 Research Drive
Alachua, Florida, 32615

ARTICLE VIII

The amendments contained herein were approved by the shareholders and by the Board of Directors of the corporation on JUNE 30, 2000, by votes sufficient for approval.

Executed by the undersigned at Gainesville, Florida, this 6 day of JUNE, 2001.



JAMES D. TALTON / President

ACCEPTANCE AS REGISTERED AGENT

I, JAMES D. TALTON, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.



JAMES D. TALTON