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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
13 JAN 25 AM 11:04

Amended  
Restated  
@ 1.29.13

General Counsel Advisors, P.A.

January 24, 2013

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301-5020

**RE: I.D.E.A.L. TECHNOLOGY CORPORATION**

Dear Sir/Madam:

Enclosed please find the Amended and Restated Articles of Incorporation for I.D.E.A.L. Technology Corporation and the \$35.00 filing fee.

Please contact me at the number listed below with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'K. Gluckman', with a long horizontal flourish extending to the right.

Kenneth S. Gluckman

KSG/cs  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JAN 25 AM 11:04

**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
I.D.E.A.L. TECHNOLOGY CORPORATION**

**I.D.E.A.L. TECHNOLOGY CORPORATION**, a corporation duly organized under the Florida Business Corporation Act, (the "Corporation") does hereby certify:

1. The name of the Corporation is: **I.D.E.A.L. TECHNOLOGY CORPORATION**. On April 14, 1999, the Corporation filed its original Articles of Incorporation with the Florida Secretary of State. On March 29, 2005, the Corporation filed Amended and Restated Articles of Incorporation with the Florida Secretary of State. On May 16, 2011, the Corporation filed additional Amended and Restated Articles of Incorporation with the Florida Secretary of State.
2. These new Third Amended and Restated Articles of Incorporation restate and integrate and further amend the provisions of the Corporation's Amended and Restated Articles of Incorporation, as amended. The amendments and restatements set forth below have been duly approved by a vote of the Shareholders sufficient to approve those amendments in accordance with Chapter 607, Florida Statutes, on January 23, 2013.
3. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of the Corporation is:

**I.D.E.A.L. TECHNOLOGY CORPORATION.**

**ARTICLE II - PRINCIPAL OFFICE**

The corporate address is:

12633 Challenger Parkway, Suite 270  
Orlando, FL 32826

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful acts and activities permitted under Chapter 607, Florida Statutes, and any other applicable Florida laws.

#### **ARTICLE IV - STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock (the "Common Stock").

#### **ARTICLE V - TRANSFER OF SHARES**

a. Restriction on Transfer. Except as otherwise permitted by the laws of the State of Florida or expressly set forth in these Articles, or unless approved by a majority of the outstanding shares of the Corporation's common stock, neither the Corporation nor any Shareholder, nor any other person or party, shall transfer any shares of the Corporation except in accordance with the provisions of these Articles of Incorporation. For the purposes of these Articles, "transfer" means any transfer, gift, bequest, pledge, encumbrance, hypothecation, assignment, or other act or action, either voluntary or involuntary, by operation of law or otherwise, whereby, or as a result of which, a Shareholder's ownership, interest, or rights in any shares are disposed of, impaired, or affected in any way.

b. Permitted Transferees. Notwithstanding the foregoing, the Shareholders may transfer all or any portion of their Shares to the following ("Permitted Transferees"):

(i) any Subchapter S qualified trust for the benefit of a Shareholder of which the Shareholder is a trustee, or a trust for the benefit of the spouse, lineal descendant or adopted child of a Shareholder of which the Shareholder is the trustee; or

(ii) any spouse, lineal descendant, or adopted child of a Shareholder;  
or

(iii) any other Shareholder;

provided, however, that no such transfer by a Shareholder pursuant to subsection (b)(i) or (ii) shall be effective unless (A) the transferring Shareholder shall retain voting and managerial control in connection with the shares and (B) the transfer would not jeopardize the Corporation's qualification under Subchapter S of the Internal Revenue Code of 1986, as amended.

In addition, a Shareholder may also transfer his Shares to his spouse, and/or one or more parents, grandparents, lineal descendants, or siblings, or a trust on those individual's behalf, via a valid will, upon the Shareholder's death, so long as such transfer does not in any way invalidate the Company's Subchapter S federal tax status, and those transferees will also be Permitted Transferees.

c. Permitted Transferee not a Shareholder. Unless a Permitted Transferee is already a Shareholder of the Corporation, a Permitted Transferee shall not become a Shareholder nor be entitled to vote any shares.

d. Additional Rights, Privileges, and Obligations. The Shareholders, in a separate Shareholders Agreement, may grant additional rights and privileges to, and impose additional obligations on, Permitted Transferees, provided such rights, privileges, and obligations do not contravene the restrictions set forth in these Articles. Neither the Bylaws of the Corporation nor the Board of Directors may act to grant additional rights and privileges to, or impose additional obligations on, Permitted Transferees. Any transfer that is not permitted pursuant to Article IV, Section (a) and (b) will not be recognized by the Corporation and it shall be as if the transfer never occurred.

e. Legend on Certificates. All shares, issued after the date of these Articles shall be subject to its provisions. The certificates representing the shares shall bear the following legend:

**The sale, transfer or encumbrance of the shares of stock evidenced by this certificate is subject to the provisions of Article V of the Corporation's Articles of Incorporation as amended. A copy of the Articles of Incorporation is on file with the Department of State of the State of Florida and in the office of the Secretary of the Corporation. The Articles of Incorporation provide, among other things, for certain restrictions on the transfer, by sale or otherwise, of the shares of stock evidenced by this certificate. By accepting the shares of stock evidenced by this certificate, the holder agrees to be bound by each and all of the terms, provisions, and conditions of the Articles of Incorporation.**

#### **ARTICLE VI - DIRECTORS AND OFFICERS**

The initial directors of the Corporation were:

Jordan S. Jacobs  
Douglass E. Hock

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The name of the Registered Agent of the Corporation is:

JOSEPH A. HOCK, JR.

and the address of the Registered Agent is:

12633 Challenger Parkway, Suite 270  
Orlando, FL 32826

#### **ARTICLE VIII - BYLAWS**

The Board 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 the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable 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 directors, or otherwise. No provision of these 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.

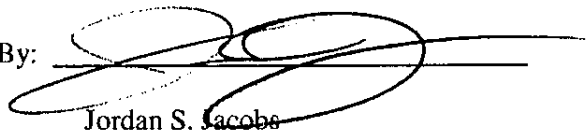
#### **ARTICLE XI - INCORPORATOR**

The name and address of the original incorporator of the Corporation was:

Robert G. Clements  
505 West Robinson Street  
Orlando, FL 32801

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation this 23<sup>rd</sup> day of January, 2013.

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to read 'Jordan S. Jacobs', is written over a horizontal line.

Jordan S. Jacobs  
President / CEO