

PINO AND DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

255 SOUTH ORANGE AVENUE
SIXTH FLOOR
POST OFFICE BOX 1511
ORLANDO, FLORIDA 32802

407-425-7831
FAX 407-422-7425

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April 17, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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RE: Amended and Restated Articles of Incorporation


Gentlemen:

Enclosed please find Amended and Restated Articles of Incorporation of DYNETECH CORPORATION, together with the Certificate required by Section 607.1007, Florida Statutes, for filing, together with our check in the amount of \$43.75 to cover the filing fee and certified copy charge. Please return the certified copy to my attention at the above address at your earliest possible convenience.

Should you have any questions or need anything else, please call me at extension 1-1114 so that filing of the enclosed will not be delayed.

Cordially,

PINO & DICKS

By: 
Patricia T. Wilson
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 - AM 8:42

PTW
Enclosures

No Chg.

Amended & Restated Art.

V. SHEPARD MAY 3 2000

CERTIFICATE BY CORPORATE SECRETARY


SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 AM 8:42

I, Patricia T. Wilson, Secretary of DYNETECH CORPORATION, a Florida corporation for profit, do hereby certify that:

1. The Amended and Restated Articles of Incorporation submitted herewith for filing were adopted by the Shareholders and the Board of Directors of the corporation on the 28th day of March, 2000, by written consent in accordance with the provisions of Section 607.0704, Florida Statutes.

DATE OF CONSENT/MEETING: March 28, 2000

TIME OF CONSENT/MEETING: 10:00 a.m.


Patricia T. Wilson, Secretary

Corporate Seal

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
DYNETECH CORPORATION**

ARTICLE I NAME

The name of the corporation is DYNETECH CORPORATION.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of all classes of stock which this corporation is authorized to have outstanding at any one time is 30,000,000 shares, consisting of two classes: Twenty Million (20,000,000) shares of Common Stock, \$0.01 par value per share, and Ten Million (10,000,000) shares of Preferred Stock, \$0.01 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the laws of the State of Florida, without shareholder approval, to authorize shares of preferred stock to be issued in one or more series, with the numbers of shares of each series to be determined by it. The Board of Directors is authorized to fix and determine variations in the designations, preferences, and relative, participating, optional or other special rights, including without limitation, special voting rights, preferential rights to receive dividends or assets upon liquidation, rights of conversion into common stock or other securities, redemption provisions and sinking fund provisions between series and between the preferred stock or any series thereof and the common stock, and the qualifications, limitations or restrictions of such rights; and the shares of preferred stock or any series thereof may have full or limited voting powers or be without voting powers.

Except as is otherwise expressly provided in any amendment to these Articles designating any series of Preferred Stock pursuant to the foregoing provisions of this Article, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have the powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to,

junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 255 South Orange Avenue, Sixty Floor, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation at that address is Laurence J. Pino, Esquire

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other right to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII BYLAWS

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any

transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

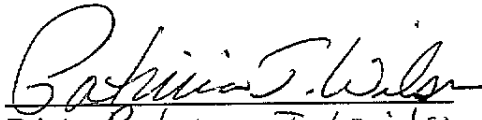
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of March, 2000.

Incorporator:


LAURENCE J. PINO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of March, 2000, by LAURENCE J. PINO, who is personally known to me and did take an oath.


Print: Patricia T. Wilson
Notary Public, State of Florida

