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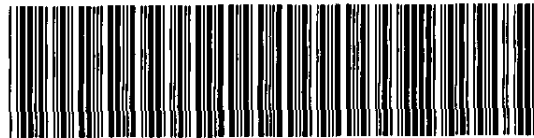
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*Amended &
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*AdR
12/21/11*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
B & T FENCING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation (which is hereinafter called "the Corporation") and the address of its initial office shall be:

B & T FENCING, Inc.
(location) 5201 New Hope Church Road
Tallahassee, Florida 32305
(mailing address) P.O. Box 3359
Tallahassee, Florida 32315

ARTICLE II. PURPOSE

The purposes for which the Corporation is formed are:

- (a) To install commercial and residential fencing, including fencing of correctional facilities (including without limitation, jails, prisons, detention facilities and penitentiaries);
- (b) To have one or more offices in the State of Florida or in any other state, territory or country; to carry on any and all of the operations and businesses of said Corporation without restriction or limit; to incur indebtedness; and to purchase or otherwise acquire, hold, own, lease, mortgage, sell, convey or otherwise dispose of real or personal property or both of every class and description;
- (c) To have one or more divisions and to operate said division(s) under one or more fictitious names;
- (d) To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act (hereinafter "the Act"); and/or
- (e) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, as the foregoing activities are merely examples and not limitations; and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise lawful business.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

Section 1. The aggregate number of shares which the Corporation is authorized to issue is one million (1,000,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

Section 2. Effective as of 1 January 2011, the Corporation has only two (2) shareholders, whose names, addresses and ownership interest are as follows:

<u>Name</u>	<u>Number of Shares Owned</u>	<u>Ownership Interest</u>
ELISABETH R. BOYETT (f/k/a Elisabeth Renee French and Rosemary Elisabeth French) 6957 Buck Lake Road Tallahassee, Florida 32317	551	51%
RYAN E. BOYETT 6957 Buck Lake Road Tallahassee, Florida 32317	449	49%
Total	<u>1,000</u>	<u>100%</u>

Thus, the Corporation now has 1,000,000 authorized shares, 1,000 shares issued and outstanding and -0- treasury shares.

ARTICLE V. BOARD OF DIRECTORS and OFFICERS

Section 1. The Board of Director(s) of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, all of whom shall be stockholders of the Corporation, with the exact number specified in or fixed in accordance with the Bylaws of the Corporation, as amended from time to time. Directors must be natural persons who are eighteen years of age or older, but need not be residents of the State of Florida.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the Board of Directors shall consist of one-third (1/3) of the prescribed number of directors as determined under the Bylaws.

Section 3. The current Board of Directors of the Corporation, shall consist of one (1) member:

ELISABETH R. BOYETT
6957 Buck Lake Road
Tallahassee, Florida 32317

The current Board of Directors shall serve until successors have been elected and have qualified. Future corporate resolution(s), and/or annual report(s) filed with the Florida Department of State, shall be sufficient to evidence current Board of Directors, from time to time, to any third party, including lending institutions, without the necessity of amending these articles in the future.

Section 4. The current officers of the Corporation consist of the following:

President: ELISABETH R. BOYETT
Vice-President: RYAN E. BOYETT
Secretary/Treasurer: ELISABETH R. BOYETT

The afore-said officers shall serve until successors have been elected and have qualified. Each officer shall have the authority and shall perform the duties, more fully set forth herein and in the bylaws; and to the extent not inconsistent with same, the duties prescribed by the Board of Directors.

Section 5. The President shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. He/She may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such additional duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section 7. The Secretary shall keep the minutes of meetings of the shareholders and of the Board of Directors; see that all notices are duly given; be custodian of the corporate records and of the seal of the Corporation; keep a shareholders book containing the names and addresses of all shareholders of the Corporation; exhibit to any director or shareholder of the Corporation, or to his/her agent, or to any person or agency authorized by law to

inspect them, at all reasonable times and on demand the bylaws, the corporate book, the minutes of any meeting, and the other records of the Corporation.

Section 8. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned to him/her by the President or the Board of Directors.

Section 9. The Bylaws for the Corporation may be made, altered, rescinded, or adopted by resolution of the Board of Directors or as otherwise set forth in the Bylaws.

ARTICLE VI. PLACE OF BUSINESS; REGISTERED AGENT

Section 1. The principal place of business for the Corporation shall be located at 5201 New Hope Church Road, Tallahassee, Florida 32305, but the Corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors consistent with the Act as the same is then in effect.

Section 2. The registered agent and office shall be:

James R. Brewster, Esquire
547 North Monroe Street
Suite 203, The Walker Building
Tallahassee, FL 32301

ARTICLE VII. STOCK CERTIFICATES/RESTRICTIONS ON TRANSFER OF SHARES

Section 1. The Directors may prescribe a method for the issuance, recall and cancellation of stock certificates. If the Corporation purchases shares of stock from stockholders, each share shall be redeemed for a sum established by the Directors as set forth in the Bylaws.

Section 2. The Articles of Incorporation, the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation.

ARTICLE VIII.
AFFILIATED TRANSACTIONS/INDEMNIFICATION

Section 1. No contract or other transaction between the Corporation and any other corporation 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, or is a Director or officer, or are Directors or officers of such other corporation, and any Director or Directors, individual or jointly, may be a party or parties, to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or is in any way connected with such person or persons, 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 thus contracting with the Corporation for the benefit of himself/herself or any firm, association or corporation in which he/she may be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he/she is a Director of such subsidiary or controlled company.

Section 2. The Corporation shall indemnify, including advancement of expenses, any and all of its Directors or officers and former Directors and officers, and any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of stockholders or otherwise.

ARTICLE IX.
AMENDMENT/SHAREHOLDERS VOTING AND QUORUM

Section 1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting whereby the votes cast in favor exceed those voting in opposition, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All proposed amendments to the Articles of Incorporation shall be provided to each stockholder no less than thirty (30) days prior to the meeting of stockholders at which the amendment will be considered.

Section 2. Unless otherwise provided for a greater percentage by law or the Bylaws, a quorum at a meeting of the shareholders shall consist of one-third (1/3) of the shareholders entitled to vote.

ARTICLE X.
PROHIBITION AGAINST PREEMPTIVE RIGHTS

Unless otherwise determined by the Board of Directors, the shareholders of the Corporation shall have no preemptive right to acquire any unissued or treasury shares, or securities, regardless of type or class, of the Corporation.

ARTICLE XI. FINANCIAL STATEMENTS

Unless otherwise determined by the Board of Directors, the requirement that the Corporation furnish each of its stockholders the latest annual financial statement or report as set forth in Section 607.1620, Florida Statutes, as from time to time amended, is hereby waived by the shareholders; and accordingly, shall not apply to this Corporation. Rather the Corporation shall, within thirty (30) days of delivery of a written request of any stockholder, furnish to such stockholder a copy of the most recent annual financial statement or report of the Corporation.

ARTICLE XII. EFFECTIVE DATE

Except as prohibited by law, the effective date of these amended and restated articles shall be 1 January 2011.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation, this 21 day of December, 2011.

Witnessed by:

Matt Turk
Signature

Matt Turk
Printed Name

Signature of Officer

ELISABETH R. BOYETT
ELISABETH R. BOYETT, President
6957 Buck Lake Road
Tallahassee, Florida 32317

Clay Boyett
Signature

Clay Boyett
Printed Name

Witnessed by:

Matt Turk
Signature

Matt Turk
Printed Name

Signature of Officer

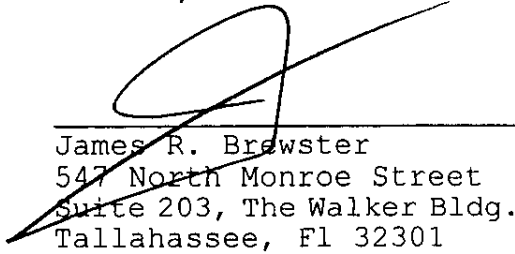
RYAN E. BOYETT
RYAN E. BOYETT, Vice-President
6957 Buck Lake Road
Tallahassee, Florida 32317

Clay Boyett
Signature

Clay Boyett
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity at the place designated in the these Articles, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and my obligations of Sections 607.0501 and 607.0505, Florida Statutes.



James R. Brewster
547 North Monroe Street
Suite 203, The Walker Bldg.
Tallahassee, Fl 32301

Date: 21 December 2011

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boyellbt.art

**CERTIFICATE
OF UNANIMOUS APPROVAL
AND CONSENT BY SHAREHOLDERS AND DIRECTORS
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR B & T FENCING, INC.**

WHEREAS, effective as of 1 January 2011, RYAN E. BOYETT, formerly the sole shareholder, officer and director of **B & T FENCING, INC.**, (hereinafter "**the Corporation**"), which has only one class of stock (i.e., common stock), gratuitously transferred (i.e., a gift) to his wife, **ELISABETH R. BOYETT**, Five Hundred and Fifty-One (551) shares of his stock (formerly 1,000 shares, now 449 shares) in and to the Corporation; and now that **ELISABETH R. BOYETT** has become the majority stockholder in and to the Corporation, the shareholders, officers and directors unanimously desire to revise the Corporation's Articles of Incorporation.

NOW, THEREFORE, pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007, Florida Statutes, **ELISABETH R. BOYETT** and **RYAN E. BOYETT**, husband and wife, as the only directors, officers and shareholders of the Corporation, hereby certify that a joint shareholder's/Board of Directors' meeting of the above-referenced corporation, **B & T FENCING, INC.**, (hereinafter "**the Corporation**") was held on DECEMBER 21, 2011, with all shareholders and directors present as indicated via the signatures of **ELISABETH R. BOYETT** and **RYAN E. BOYETT** to the **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF B & T FENCING, INC.**, a Florida for profit corporation, a true and complete copy of which is attached hereto as Exhibit "A".

The aforesaid restated articles contain one or more amendments to The Corporation's Articles requiring stockholder approval, as set forth below:

(1) The name of the Corporation is **B & T FENCING, INC.**, (and such was not changed by the amendments to the existing Articles of The Corporation).

(2) The restatement contains numerous and substantial amendments to the articles as a result of transfer of control of the Corporation; as such, the shareholders simply elected to revise the articles in their entirety. Accordingly, a text of the amendments would deter, and not assist, the amendment process and hence it is both easier and more informative to place side-by-side the initial ARTICLES OF INCORPORATION and the AMENDED AND RESTATED ARTICLES OF INCORPORATION to ascertain and compare the text of the amendments.

(3) No amendment involves the exchange, reclassification or cancellation of issued shares;

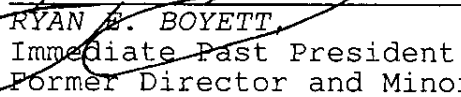
(4) The amendments were adopted on DECEMBER 21, 2011 2011, via the afore-referenced restatement.

(5) The amendments adopted via the afore-referenced restatement were approved jointly by all the shareholders of record, which consists of only one voting group, and the Board of Directors on DECEMBER 21, 2011, by unanimous vote; as such, the number of votes cast for the amendments was sufficient for approval.


(6) The restated articles set forth in Exhibit "A" supersede the original Articles, as well as any and all amendments thereto.

The undersigned President and Secretary hereby certify that the foregoing is a true, correct and complete summary of the adoption of the amendments to The Corporation's Articles resulting in the attached RESTATED ARTICLES OF INCORPORATION OF B & T FENCING, INC. See Exhibit "A", which is an exact copy of the Restated Articles.

Done this 21st day of DECEMBER, 2011:



RYAN E. BOYETT,
Immediate Past President,
Former Director and Minority
Shareholder



ELISABETH R. BOYETT,
President, Sole Director
and Majority/Controlling
Shareholder

boye11m.res