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**TRANSMITTAL LETTER**

January 31, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400003633224--1

-02/05/01--01097--012

\*\*\*\*\*52.50 \*\*\*\*\*52.50

**SUBJECT: Profit Technologies Holding Corporation**

Enclosed is an original and two copies of the Articles of Amendment for Profit Technologies Holding Corporation and a check for \$52.50 to cover the:

- Filing Fee,
- cost of Certified Copy, and
- cost of Certificate of Status

for the above-referenced corporation.

**FROM:** Joy M. Hord *JMH*  
401 South Tryon Street, Suite 3000  
Charlotte, North Carolina 28202  
(704) 335-9848

FILED  
01 FEB -5 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Annot*

T. LEWIS FEB 6 2001

COLUMBIA  
803-255-8000

RALEIGH  
919-828-0564

SOUTH PARK  
704-556-9600

SPARTANBURG  
864-591-2030

FRANKFURT  
011-49-6196-750081

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PROFIT TECHNOLOGIES HOLDING CORPORATION**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The Articles of Incorporation are deleted in their entirety and are replaced by the Amended and Restated Articles of Incorporation attached to this document.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

**THIRD:** The date of each amendment's adoption: January 31, 2001.

**FOURTH:** Adoption of Amendment(s) (**CHECK ONE**)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"
- voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

FILED  
01 FEB -5 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signed this 31<sup>st</sup> day of January, 2001.

Signature George C. McKee Sr.  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

George C. McKee, Sr.

Typed or printed name

Chairman of the Board

Title

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROFIT TECHNOLOGIES HOLDING CORPORATION

Pursuant to the provisions of section 607.1007, Florida Statutes, the Board of Directors of Profit Technologies Holding Corporation, for the purpose of amending and restating the Articles of Incorporation under the Florida Business Corporation Act, hereby adopts and submits these Amended and Restated Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is:

Profit Technologies Holding Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business is:

209 Delburg Street, Suite 206  
Davidson, North Carolina 28036

The mailing address is:

P.O. Box 4479  
Davidson, North Carolina 28036

ARTICLE III PURPOSE

The purpose for which the corporation is organized is transacting any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is:

10,000,000 Class A voting shares  
10,000,000 Class B nonvoting shares

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent is:

CT Corporation System  
1200 South Pine Island Road  
City of Plantation, FL 33324