

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

99000106685

Marwa Zeini  
407-317-8543  
zeinim@gtlaw.com

February 5, 2001

VIA CERTIFIED MAIL/RETURN  
RECEIPT REQUESTED

200003662422--7  
-02/08/01-01111-007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
01 FEB 27 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Remote Aerial Services, Inc.

Dear Sir or Madam:

Enclosed for filing are the following documents:

1. Original Statement of Change of Registered Office or Registered Agent or Both for Corporations, together with a check in the amount of \$35.00 to cover the filing fee; and
2. Original Amended and Restated Articles of Incorporation of Remote Aerial Services, Inc., together with a check in the amount of \$35.00 to cover the filing fee.

Please acknowledge receipt of the enclosures by stamping the enclosed copy of this letter with the filing date and return it to the undersigned in the envelope provided.

If you have any questions, please contact me at (407) 317-8543.

Sincerely,



Marwa Zeini

ORLANDO/ZEINIM/129908/2s3k011.DOC/2/05/01  
Enclosures

GREENBERG TRAURIG, P.A.

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MIAMI NEW YORK WASHINGTON, D.C. ATLANTA PHILADELPHIA TYSONS CORNER CHICAGO BOSTON PHOENIX  
SAO PAULO FORT LAUDERDALE BOCA RATON WEST PALM BEACH ORLANDO

T BROWN MAR - 1 2001

Amended + Restated



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

February 14, 2001

MARWA ZEINI  
GREENBERG TRAURIG, P.A.  
P.O. BOX 4923  
ORLANDO, FL 32802-4923

SUBJECT: REMOTE AERIAL SERVICES, INC.  
Ref. Number: P99000106685

We have received your document for REMOTE AERIAL SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown  
Corporate Specialist

Letter Number: 401A00009199

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
REMOTE AERIAL SERVICES, INC.**

FILED  
01 FEB 27 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tony Talbert, being the President, the sole director and sole shareholder of Remote Aerial Services, Inc. (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Remote Aerial Services, Inc. The Corporation was originally incorporated on December 6, 1999 and filed with the Secretary of State of Florida on December 8, 1999.

2. These Amended and Restated Articles of Incorporation restate, integrate and amend the provisions of the Corporation's Articles of Incorporation.

3. The terms and provisions of these Amended and Restated Articles of Incorporation were approved and adopted by the sole shareholder and sole director of the Corporation pursuant to a joint written consent without a meeting executed and effective as of February 2<sup>nd</sup>, 2001.

4. Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

**"ARTICLE I - NAME**

The name of this Corporation is Remote Aerial Services, Inc.

**ARTICLE II - SHARES**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: 50,000,000 shares consisting of (a) 10,000,000 shares of blank check preferred stock, par value \$0.01 per share ("Blank Check Stock") and (b) 40,000,000 shares of common stock, par value \$0.01 per share ("Common Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

**A. Blank Check Stock**

The Blank Check Stock may be issued from time to time in one or more series. Subject to any limitations prescribed by law, the board of directors is expressly authorized, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualification, limitation or restrictions thereof including, without limitation, the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of

redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Blank Check Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding.

**B. Common Stock.**

Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Blank Check Stock, or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have exclusively all other rights of shareholders.

**ARTICLE III - PRINCIPAL OFFICE**


The address of the principal office of the Corporation is 1554 Voren Drive, Suite 200, Ocoee, FL 34761. The location of the principal office shall be subject to change as may be provided in the bylaws duly adopted by the Corporation.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 1554 Voren Drive, Suite 200, Ocoee, FL 34761 and the registered agent at such address is Tony Talbert."

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23 day of February, 2001.

**REMOTE AERIAL SERVICES, INC.**

By:   
\_\_\_\_\_  
Tony Talbert, Sole Shareholder and Director  
President