S10349

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEWTECH ELECTRONICS INDUSTRIES, INC.**

Joel Newman, being the President of NEWTECH ELECTRONICS INDUSTRIES, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is NEWTECH ELECTRONICS INDUSTRIES, INC. The Corporation was incorporated on October 25, 1990 and assigned Document Number S10349.

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

3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors and shareholders of the Corporation pursuant to a joint written action without a meeting of directors and shareholders executed as of November 30, 2010. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

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 NEWTECH ELECTRONICS INDUSTRIES, INC. (the "**Corporation**").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

1160 N.W. 163rd Drive
Miami Gardens, Florida 33169

ARTICLE III - MAILING ADDRESS

The mailing address of the Corporation is:

P.O. Box 694660
Miami, Florida 33269

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - DURATION

The Corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of Class A common voting stock, which shall be designated the "Class A Voting Shares" and Nine Hundred Ninety Thousand (990,000) shares of Class B common non-voting stock, which shall be designated the "Class B Non-Voting Shares."

ARTICLE VII - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office in the State of Florida is 1160 N.W. 163rd Drive, Miami Gardens, Florida 33169 and the name of its registered agent is Joel Newman.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

[*Signatures appear on following page*]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of November, 2010.

NEWTECH ELECTRONICS
INDUSTRIES, INC., a Florida corporation

By:____________________
Joel Newman, President

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Newtech Electronics Industries, Inc., at the place designated in Article IX of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 30th day of November, 2010.

JOEL NEWMAN