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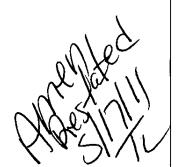
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LEONARD O. TOWNSEND, ESQUIRE

ATTORNEY AT LAW

Admitted in Florida and New York 3740 South Ocean Boulevard, Unit 303, Hghland Beach, Florida 33487 Email: lentownsend@gmail.com
 Mobile: (561) 613-8763
 Fax: (561) 272-5918

Via Certified Mail, Return Receipt Requested Receipt No. 7011-0110-0000-5405-6306

Florida Department of State Amendment Section **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314

May 3, 2011

Re: Pan American Technical Services, Inc. - Filing of Amended and Restated Articles of Incorporation

Dear Sir or Madam:

NAME OF CORPORATION: Pan American Technical Services, Inc.

DOCUMENT NUMBER: S44381

In lieu of and in substitution of the original Articles of Incorporation of the Corporation that were filed with the Florida Department of Corporations on April 10, 1991, please find the enclosed Amended and Restated Articles of Incorporation and fee, which hereby are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person: Carl K.Selfe, President

Company:

Pan American Technical Services, Inc. Address: 12042 Jewel Fish Lane

City/State/Zip Code: Orlando, Florida 32827-7141

Email Address: ckselfe@aol.com

For further information concerning this matter, please call: Leonard O. Townsend, Esquire at daytime number of (561) 613-8763.

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$43.75 Filing Fee \$43.75 Filing Fee \$52.50 Filing Fee, \$35.00 Filing Fee and Certificate of and Certified Copy Certified Copy. Status and Certificate of Status ADDITIONAL COPY IS ENCLOSED

[continued on the next page]

Amended and Restated Articles of Incorporation

PAN AMERICAN TECHNICAL SERVICES, INC., a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the Board of Directors of Pan American Technical Services, Inc., a Florida corporation (the "Corporation"), hereby adopts these Amended and Restated Articles of Incorporation (these "Restated Articles").

ARTICLE I. <u>Corporate Name</u>. The name of the Corporation is **Pan American Technical** Services, Inc.

ARTICLE II. <u>Nature of Business</u>. The Corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by the Florida Statutes upon corporations organized in this State, and, in addition to, but not in limitation to such powers, shall also have the power to:

- A. acquire by purchase, lease, or otherwise, lands, interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect (or cause to be erected), on any lands owned, held, or otherwise occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or otherwise occupied and to encumber and dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the Corporation;
- B. buy, sell, mortgage, exchange, lease, hold for investment, or otherwise, use and operate real estate of all kinds, whether improved or unimproved, and any right of interest therein or therefrom;
- C. acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property (whether real or personal), at any time owned, held, or otherwise occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the Corporation;
- D. contract debts and borrow money, issue and sell pledged bonds, debentures, notes, and other evidences of indebtedness and to execute such mortgages, transfers, or corporate indebtedness as required;
- E. purchase the corporate assets of any other corporation (or other entity) and engage in the same or other character of business;
- F. guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by, any other corporation in the State of Florida or any other state or government and, while the owner of such stock, to exercise all the

rights, powers, and privileges of ownership, including, without limitation, the right to vote such stock:

- G. enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount or subject matter, with any person, firm, association, corporation, or other entity or government (whether domestic or foreign), and to transact any further and other business necessarily connected with (or related to) the purposes of the Corporation or calculated to facilitate same;
- H. carry on any and all of its operations and businesses and to promote its objectives and objectives within the State of Florida or elsewhere, without restriction as to place, amount, or subject matter, and to have, use, exercise, and enjoy all of the general powers of like corporations or other entities;
- I. engage in any and all lawful businesses, trades, occupations, and professions; and
- J. otherwise do any and all of the things set forth in these Restated Articles to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, alone, or in the company of others, and to do and perform all such things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts set forth in (or reasonably inferred from) this <u>Article II</u> or in the balance of these Restated Articles.

The intention of this Article II is that none of the objects and powers as set forth herein, except where expressly and specifically set forth to the contrary, shall be limited or otherwise restricted by the terms of this Article II or in the balance of these Restated Articles, and that each object and power specified in any of the clauses of this Article II shall be regarded as an independent object and power.

ARTICLE III. <u>Capital Stock</u>. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any point in time is one hundred thousand (100,000) shares, each having the par value of One Dollar and No Cents (US\$1.00). Authorized capital stock may be paid for in cash, services, or property (or any combination of the foregoing), at a just value determined by the board of directors of the Corporation (the "<u>Board of Directors</u>", which collectively shall be comprised of the Initial Director together with any other Directors as further set forth in <u>Article VI</u> of these Restated Articles) at any regular meeting or special meeting of the Corporation, or pursuant to a written consent in lieu of a meeting as further set forth in Section 607.0821 of the Florida Statutes.

ARTICLE IV. <u>Commencement and Term of Existence</u>. The Corporation shall have a perpetual existence. These Restated Articles shall become effective upon their filing with the Florida Secretary of State Division of Corporations.

ARTICLE V. Principal Address; Mailing Address. The principal place of business of the Corporation shall be as follows: 12042 Jewel Fish Lane, Orlando, Florida 32827-7141.

The mailing address of the Corporation shall be: Pan American Technical Services, Inc.

c/o TechServ Inc. 12042 Jewel Fish Lane Orlando, Florida 32827-7141 Attn: Carl K. Selfe, President The Board of Directors may, from time to time, designate such other mailing address of principal place of business (or both) as the Board of Directors may so determine.

ARTICLE VI. <u>Directors</u>. The Corporation shall initially have one (1) director (the "<u>Initial Director</u>") who shall comprise the initial Board of Directors, and who shall be appointed by the sole shareholder of the Corporation (the "<u>Sole Shareholder</u>"). The number of directors (each, a "<u>Director</u>") of the Corporation may be increased from time to time (but only if such increase shall result in an odd number of members of the Board of Directors) by the bylaws of the Corporation (the "<u>ByLaws</u>") or by the Initial Director. The Sole Shareholder (or, in the event of more than one shareholder, by the shareholders holding the majority of the shares of stock of the Corporation) shall have the right and power at any regular meeting, or at any special meeting called for such purpose, or pursuant to a written consent in lieu of a meeting as further set forth in Section 607.0704 of the Florida Statutes, to remove any Director (but not the Initial Director) with or without cause.

ARTICLE VII. <u>Incorporator; Street Address; Affirmation</u>. The name and Florida street address of the Incorporator is:

Name: Leonard O. Townsend, Esquire Address: 3740 South Ocean Boulevard Unit 303 Highland Beach, Florida 33487

Affirmation by Incorporator. I, Leonard O. Townsend, hereby submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155 of the Florida Statutes.

Leonard O. Townsend, Incorporator

February 18, 2011

ARTICLE VIII. Registered Agent; Street Address; Acceptance. The name and Florida street address of the Registered Agent of the Corporation is:

Name: Leonard O. Townsend, Esquire Address: 3740 South Ocean Boulevard Unit 303 Highland Beach, Florida 33487

Acceptance by Registered Agent. I, Leonard O. Townsend, having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent for the Corporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 607 of the Florida Statutes.

Leonard O. Townsend, Registered Agent

February 18, 2011

ARTICLE IX. <u>Voting Rights</u>. Except as expressly and specifically provided to the contrary in these Restated Articles or as otherwise provided by law, the entire voting power for the appointment or election of Directors shall be vested exclusively in the Sole Shareholder (or, in the event of more than one holder of shares of the Corporation, then vested in the shareholders holding the majority of shares of the Corporation).

ARTICLE X. <u>Bylaws</u>. The power to adopt, alter, amend, or repeal the ByLaws shall be reserved to and shall be vested exclusively in the Sole Shareholder (or, in the event of more than one holder of shares of the Corporation, then in the shareholders holding the majority of shares of the Corporation).

ARTICLE XI. Indemnification.

Α. The Corporation shall indemnify to the fullest extent of the law any person who is or was a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding (whether civil or criminal, administrative or investigative) by reason of the fact that he or she is or was the Initial Director, or a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or entity, against expenses (including, without limitation, attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding (including, without limitation, all levels of appeal thereof), if he or she acted in good faith or in a manner he or she reasonably believed to be in (or not opposed to) the best interests of the Corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made with respect to any claim, issue, or matter as to which such person is judged liable for negligence, reckless conduct, or intentional conduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all of the circumstances of the case. Any indemnification provided by this Article XI shall be made only on a determination by a majority of disinterested members of the Board of Directors (or, if none, then by the Sole Shareholder, or, if there is more than one shareholder, then by the shareholders holding a majority of the shares of the Corporation) that such indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall no, by itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification under this Article XI may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Indemnified Party has met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Initial Director, or any Director, officer, employee, or agent of the Corporation to repay such amount, unless it is ultimately determined by a majority of disinterested members of the Board of Directors (or, if none, then by the Sole

Shareholder, or, if there is more than one shareholder, then by the shareholders holding a majority of the shares of the Corporation) that such person is entitled to be indemnified by the Corporation as authorized in this <u>Section A</u> of this <u>Article XI</u>.

- B. In addition to (but not in lieu of) the indemnifications set forth in <u>Section A</u> of this <u>Article XI</u>, the Corporation shall also fully indemnify the Initial Director, or any Director, officer, employee, or agent of the Corporation who has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding, or in the defense of any claim, issue, or matter in connection with or related such persons' duties performed for the Corporation, against all expenses (including attorneys' fees and costs), actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that the Initial Director, or any Director, officer, employee, or agent met any appropriate standard of conduct.
- C. In addition to (but not in lieu of) the indemnifications set forth in each of Section A and Section B of this Article XI, the Corporation may make any other or further indemnification, except for an indemnification for gross negligence or willful or intentional misconduct, under any written resolution or agreement duly adopted by a majority of disinterested members of the Board of Directors (or, if none, then by the Sole Shareholder, or, if there are more than one shareholder, then by the shareholders holding a majority of the shares of the Corporation).
- D. Each of the indemnifications provided for in this <u>Article XI</u> shall continue regardless of whether such indemnified person ceases to be the Initial Director, or any Director, officer, employee, or agent of the Corporation, and shall inure to the benefit of such indemnified person's heirs, executors, and administrators.
- E. If any expenses, costs, charges, or other amounts are paid by way of any of the indemnifications set forth in this <u>Article XI</u>, other than by court order or by action by the Sole Shareholder (or by the shareholders holding a majority of the shares of the Corporation, as applicable), then, within three (3) calendar months after the date of such payment, the Corporation shall deliver to each shareholder a written statement setting forth the person(s) paid, the amount(s) paid, and the nature and status of the litigation (or threatened litigation) at the time that such payment was made.
- **ARTICLE XII.** <u>Preemptive Rights</u>. Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro-rata portion of:
 - A. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not unused shares authorized by these Restated Articles as originally filed (or by any amendment thereof) or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, or personal property, real property, or leases thereof; or
 - B. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments

conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE XIII. Restrictions on Stock Transfers. Each of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability by written agreement among the holders of such shares or between the holders of such shares and the Corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by any shareholder of the Corporation and any bona fide creditor of the Corporation at reasonable times during business hours upon reasonable advance written notice to the Corporation. Any transfer of stock in the Corporation in violation of any such agreement effectively restricting such transfer shall be null and void. Each share certificate issued by the Corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or pursuant to the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements among the holders of this corporation's shares or between the holder of such shares and the corporation; copies of such agreements, if any, are on file at the principal business office of the corporation and may be inspected by shareholders of record at reasonable times during business hours upon reasonable advance written notice to the corporation."

ARTICLE XIV. <u>Amendment</u>. These Restated Articles may be amended in the manner provided by applicable law. Each amendment shall be: (a) approved by the Sole Shareholder (or, if there is more than one shareholder, then by the shareholders holding a majority of the shares of the Corporation) at any regular meeting, or at any special meeting called for such purpose, or pursuant to a written consent in lieu of a meeting as further set forth in Section 607.0704 of the Florida Statutes; and then (b) approved by a majority of the Board of Directors at any regular meeting, or at any special meeting called for such purpose, or pursuant to a written consent in lieu of a meeting as further set forth in Section 607.0821 of the Florida Statutes.

LEOMIRD O. TOWNSEND, ESQUIRE

ATTORNEY AT LAW

Admitted in Florida and New York
3740 South Ocean Boulevard, Unit 303, Hghland Beach, Florida 33487

• Email: lentownsend@gmail.com • Mobile: (561) 613-8763 • Fax: (561) 272-5918 •

DATE OF THE AMENDMENT AND RESTATEMENT ADOPTION: The Amended and Restated Articles of Incorporation were approved and adopted by the Sole Shareholder of the Corporation pursuant to a Written Consent on February 18, 2011 (and, in addition, were adopted by the Board of Directors of the Corporation pursuant to a Written Consent on February 18, 2011).

EFFECTIVE DATE OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION: The Amended and Restated Articles of Incorporation are effective as of February 18, 2011.

ADOPTION OF AMENDMENT AND RESTATEMENT: (CHECK ONE)

The Amended and Restated Articles of Incorporation were adopted by the Sole Shareholder of the Corporation. The number of votes cast for the amendment and reinstatement was 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.
Dated: April, 2011 Signature:
Name: Carl K. Selfe
Title: Director and President