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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIZZETTA & COMPANY INCORPORATED

Rizzetta & Company Incorporated, a corporation organized under the provisions of the Florida Business Corporation Act (the "**Act**"), files these Amended and Restated Articles of Incorporation pursuant to the Act:

1. The name of this corporation is Rizzetta & Company Incorporated.

2. These Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as originally filed on June 12, 1991, requiring shareholder approval.

3. These Amended and Restated Articles of Incorporation were duly adopted and approved by the directors and the shareholders of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to action by joint written consent of the director and the shareholders of the corporation, dated June 28, 2012.

4. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholders of the corporation was sufficient for approval.

5. The corporation's initial Articles of Incorporation are amended and restated in their entirety and replaced with the following:

ARTICLE I – NAME

The name of this corporation is Rizzetta & Company Incorporated. (the "**Corporation**").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614. The mailing address of the Corporation is 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614.

ARTICLE III – CAPITAL STOCK

The total number of shares of capital stock which the Corporation is authorized to issue is 7,000 shares of common stock, $1.00 par value per share ("**Common Stock**"), of which (a) 1,000 shares shall be designated as Common Stock, $1.00 par value per share (the "**Voting Common Stock**"), and (b) 6,000 shares shall be designated as Non-Voting Common Stock, $1.00 par value per share (the "**Non-Voting Common Stock**"). The relative rights, preferences and limitations of the Voting Common Stock and the Non-Voting Common Stock are identical in all respects, except that the right to vote for the election of directors and for all other purposes is vested exclusively in the holders of shares of the Voting Common Stock, and the holders of shares of Non-Voting Common Stock do not have voting rights, except as otherwise required by law.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation is 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614, and the name of the registered agent of the Corporation at that address is William J. Rizzetta.

ARTICLE V – BOARD OF DIRECTORS

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI – BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

* * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President on June 28, 2012.

By: William J. Rizzetta, President