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TALLARD TECHNOLOGIES, INC.

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July 18, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TALLARD TECHNOLOGIES, INC.
1935 NW 87TH AVE
MIAMI, FL 33172US

SUBJECT: TALLARD TECHNOLOGIES, INC.
REF: 973511

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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H06000181956

**SECOND AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TALLARD TECHNOLOGIES, INC.
a Florida corporation**

FILED
06 JUL 18 PM 2:32
TALLARD TECHNOLOGIES, INC.
SECRETARY OF STATE
TALLARD TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation of **TALLARD TECHNOLOGIES, INC.**, filed on October 20, 2003 under document number S73511 (the "Corporation"), are hereby amended as follows:

1. Article VI of the Amended and Restated Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE VI
REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's registered office is Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301-28711. The name of the Corporation's registered agent at that office is American Information Services, Inc."

In accordance with the Florida Business Corporation Act, this Second Amendment to the Amended and Restated Articles of Amendment shall be effective upon filing with the Florida Department of State.

This Second Amendment to the Amended and Restated Articles of Incorporation of the Corporation was approved by the unanimous written consent of the sole shareholder of the Corporation on July 13, 2006, with the number of votes cast for the amendment being sufficient for approval in accordance with the applicable provisions of the Florida Business Corporation Act.

/

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JUL-18-06 10:13AM FROM-AKERMANN SENTERFITT EIDSON PA

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T-874 P.04/05 F-089

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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation as of this 17th day of July, 2006.

TALLARD TECHNOLOGIES, INC.

By: 

Eduardo Archer de Castilho

Chief Financial Officer, Treasurer, and Secretary

H06000181956


**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of TALLARD TECHNOLOGIES, INC. (the "Corporation"), in the Corporation's Second Amendment to the Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 17th day of July, 2006.

American Information Services, Inc.

By: 
Diana M. Guerra, Assistant Secretary