

**STATE of DELAWARE  
AMENDED AND RESTATED  
CERTIFICATE of INCORPORATION**

Of \_\_\_\_\_, originally incorporated datex under  
the General Corporation Law of the State of Delaware.

This filing, duly adopted by the shareholders, is intended to amend and restate the certificate of  
incorporation pursuant to Section 242 and Section 245 of the General Corporation Law of the State  
of Delaware

**FIRST:** The name of this Corporation is \_\_\_\_\_.  
(hereinafter the "Corporation")

**SECOND:** Its Registered Office in the State of Delaware is to be located at 113 Barksdale  
Professional Center in the City of Newark, County of New Castle. The zip code is 19711.  
The name of the Registered Agent therein and in charge thereof upon whom process  
against this Corporation may be served, is Delaware Intercorp, Inc.

**THIRD:** The nature of the business and the objects and purposes proposed to be  
transacted, promoted and carried on, are to engage in any lawful act or activity for which  
corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock that the corporation shall have authority  
to issue is \_\_\_\_\_ shares of Common Stock at \_\_\_\_\_ par value.

**FIFTH:** The name and mailing address of the incorporator are as follows:

Name; \_\_\_\_\_  
Mailing Address; \_\_\_\_\_

**SIXTH:** The directors of the corporation are not liable to either the corporation or its  
stockholders for monetary damages for a breach of fiduciary duties unless the breach  
involves: a) a director's duty of loyalty to the corporation or its stockholders; b)  
intentional misconduct or violation of law; c) a transaction from which the director  
derived an improper personal benefit; or d) liability for unlawful payments of dividends  
or unlawful stock purchases or redemption by the corporation.

I, The Undersigned, for the purpose of amending and restating a corporation under the  
laws of the State of Delaware, do make, file and record this Certificate, and do certify  
that the facts herein stated are true, and I have accordingly hereunto set my hand this  
\_\_\_\_\_ day of \_\_\_\_\_, AD 20\_\_.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_