

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

_____, Originally incorporated _____
under the General Corporation Law of the State of Delaware, has duly adopted resolutions 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

**STATE of DELAWARE
CERTIFICATE of INCORPORATION**
of _____
A CLOSE CORPORATION

FIRST: The name of this Corporation is _____.

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 amount of stock authorized is _____ shares at _____ par value.

FIFTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SIXTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

SEVENTH: The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

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: _____