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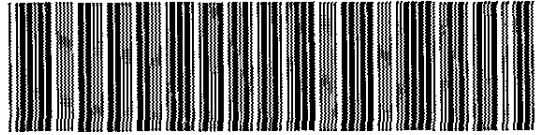
(Business Entity Name)

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*Amended  
Restated*

2006 SEP 16 PM 12: 21  
FLA. DIVISION OF STATE SECRETARY OF CORPORATIONS

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06 SEP -6 AM 9: 44  
FLA. DIVISION OF STATE SECRETARY OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*DR*  
*9/6/06*

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Requester's Name

Address

City/State/Zip

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. The American Golfer's Club,  
(Corporation Name) (Document #)

2. Ans  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time     Certified Copy  
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**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment / Restated  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

Examiner's Initials

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE AMERICAN GOLFER'S CLUB, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP -6 PM 12:21

WHEREAS, the Articles of Incorporation of THE AMERICAN GOLFER'S CLUB, INC. (the "Corporation") were filed with the Florida Department of State on January 1, 1957; and

WHEREAS, it is the intention of the Board of Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be amended and restated, effective on the date of filing of these Amended and Restated Articles with the Secretary of State; and

WHEREAS, these proposed Amended and Restated Articles of Incorporation of the Corporation as hereinafter set forth were approved by unanimous written consent of the Board of Directors and Shareholders, pursuant to the provisions of Sections 607.1003, 607.0704, and 607.0821 of the Florida Business Corporation Act as of the 2<sup>nd</sup> day of January, 2006.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended and restated, as follows:

**ARTICLE I**

**Name**

The name of this corporation is **THE AMERICAN GOLFER'S CLUB, INC.** The principal place of business of the corporation is 3801 Bayview Drive, Ft. Lauderdale, Florida 33308. The mailing address of the corporation is 3801 Bayview Drive, Fort Lauderdale, Florida 33308, Attention: Accounting.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**  
**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 56 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the corporation's registered office is 300 South Orange Avenue, Suite 1000 (JGH), Orlando, Florida 32801-5403, and the name of the corporation's registered agent is Corporation Company of Orlando. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE VI**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed on behalf of the Corporation by its President this 2<sup>nd</sup> day of January, 2006.

THE AMERICAN GOLFER'S CLUB, INC.

By:   
Michael R. Dayhoff, President