

367193

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BASIC AMENDMENT  
OLD BRIDGE PARK CORPORATION

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*Amended & Restated*

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Articles  
09/15/99  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 13, 1999

OLD BRIDGE PARK CORPORATION  
P.O. BOX 2547  
FT MYERS, FL 33902US

SUBJECT: OLD BRIDGE PARK CORPORATION  
REF: 367193

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

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000022899  
Letter Number: 299A00045117



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 13, 1999

OLD BRIDGE PARK CORPORATION  
P.O. BOX 2547  
FT MYERS, FL 33902US

SUBJECT: OLD BRIDGE PARK CORPORATION  
REF: 367193

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 be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000022899  
Letter Number: 499A00045051

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OLD BRIDGE PARK CORPORATION,  
a Florida corporation

The undersigned, as Chairman of the Board, of Old Bridge Park Corporation (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: OLD BRIDGE PARK CORPORATION

ARTICLE II

PRINCIPAL OFFICE

The principal office address of the Corporation is:

6605 S.W. 109<sup>th</sup> Street  
Miami, Florida 33156

The mailing address of the Corporation is:

P.O. Box 2547  
Fort Myers, Florida 33902

ARTICLE III

AUTHORIZED SHARES

a. The Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, \$.10 par value, which class of stock entitles the holders thereof to enjoy all rights available to shareholders, including, without limitation, voting rights, pursuant to the Florida Business Corporation Act, and subject to the Bylaws of the Corporation (this class of stock shall hereinafter be referred to and designated as the "Voting Common Stock").

Prepared by:  
Stephen P. Johnson, Esq.  
Florida Bar No. 0136387  
2601 South Bayshore Drive, 19th Floor  
Miami, Florida 33133  
(305) 854-5900

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TALLAHASSEE, FLORIDA

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b. The Corporation is authorized to issue Ninety Thousand (90,000) shares of common stock, \$.10 par value, which class of stock shall be identical in all respects to Voting Common Stock except that, to the extent not otherwise prohibited by the Florida Business Corporation Act, the holders thereof shall not be entitled to vote with respect to any matters regarding the Corporation on which holders of Voting Common Stock shall otherwise be entitled to vote (this class of stock shall hereinafter referred to and designated as "Non-Voting Common Stock").

#### ARTICLE IV

##### REGISTERED OFFICE AND AGENT

The street address of the ~~registered~~ office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's ~~registered~~ agent at that address is COBER Corporate Agents, Inc.


#### ARTICLE V

##### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of August 26, 1999.

  
\_\_\_\_\_  
Jack Schenkman, Director and Chairman of the Board

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for OLD BRIDGE PARK CORPORATION in the foregoing Amended and Restated Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Michael A. Berke

Title: Vice President

Vice President

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CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF OLD BRIDGE PARK CORPORATION,  
a Florida corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), Old Bridge Park Corporation (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: OLD BRIDGE PARK CORPORATION

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, changing the Corporation's authorized capitalization and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders and Directors of the Corporation on August 9, 1999.

3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Unanimous Written Consent of all of the Corporation's Shareholders and Directors dated August 9, 1999, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of August 26, 1999.

OLD BRIDGE PARK CORPORATION, a Florida corporation

By: Jack Schenkman  
Jack Schenkman, Director and Chairman  
of the Board