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Division of Corporations

Page 1 of 1

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BASIC AMENDMENT
THE WESTSHORE ALLIANCE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE WESTSHORE ALLIANCE, INC.**

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ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the corporation is The Westshore Alliance, Inc. (the "Corporation"). The principal place of business and mailing address are: Watermark 13, 5444 Bay Center Drive, Ste 115, Tampa, FL 33609.

ARTICLE II

Purposes

The purposes of the Corporation are as follows:

- (i) to participate in the planning, development and improvement of the business, residential and cultural aspects of the Westshore area in Tampa, Florida;
- (ii) to promote the Westshore area as a dynamic community of businesses, residential areas and culture in the Tampa Bay area;
- (iii) to foster and maintain a sense of community in the Westshore area; and
- (iv) to promote and participate in public-private partnerships for the achievement of the purposes in subsection (i) above.

This Corporation is intended to be exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(6) of the Code. Upon the dissolution and liquidation of this Corporation, its remaining assets shall be distributed to one or more other organizations that are exempt from federal income taxation as an organization or organizations described in Section 501(c)(6) of the Code, or to a municipal, county or state government.

ARTICLE III

Members

The bylaws of the Corporation shall set forth the designation of the class or classes of members, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings of the members, and notice requirements sufficient to provide notice of meetings of the members.

Audit No. H05000007996 3

ARTICLE IV
Method of Electing Directors

The method of election of directors shall be as stated in the bylaws.

ARTICLE V
Perpetual Existence

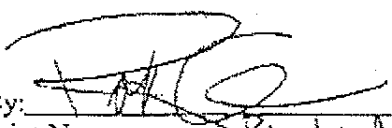
The Corporation shall have perpetual existence.

ARTICLE VI
Amendment

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 hereinafter prescribed by the laws of the State of Florida.

The Westshore Alliance, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 16th day of January, 2005.

The Westshore Alliance, Inc.
a Florida not for profit corporation

By: 
Print Name: Randy Allen
Title: President

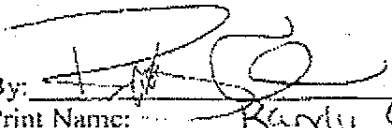
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CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these **Amended And Restated Articles Of Incorporation Of The Westshore Alliance, Inc.** contain amendments that do not require member approval and that the Board of Directors adopted this Restatement.

Dated this 6th day of January 2005.

The Westshore Alliance, Inc.
a Florida not for profit corporation

By: 
Print Name: Randy Coen
Title: President