

CORPORATE
ACCESS,
INC.

M8397235.00

236 East 6th Avenue . Tallahassee, Florida 32303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended + Restated
Articles

1.) JMR International, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)
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Amend, Restate, + N/C
12-28-00

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: JMR INTERNATIONAL, INC.
Ref. Number: M83972

*Corrected
12/28/00*

We have received your document for JMR INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 900A00064370

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FIRST RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
JMR INTERNATIONAL, INC.

FILED
00 DEC 26 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, as President and Secretary of JMR INTERNATIONAL, INC., Florida corporation, whose FEI Number is 650107113 hereby acknowledge adoption of the following Amendment to the Restated Articles of Incorporation, pursuant to Chapter 607, Florida Statutes, the Florida Business Corporation Act, and pursuant to Resolution of the directors and shareholder dated, December 12, 2000, duly adopted in pursuance of its Articles and Bylaws

ARTICLE I

The name of the corporation shall be: **SOUTH POINT PROPERTIES GROUP, INC.**

ARTICLE II

The purposes and general nature of the business or businesses to be transacted, conducted and carried on by this Corporation shall be:

1. To acquire, improve and develop real property; to erect dwellings of all kinds and to sell or rent the same; to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, passes and playgrounds; to buy, sell, mortgage, exchange, lease, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any interest or right therein.

2. To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and control, directly or through ownership of stock in any other corporation, any and all kind of buildings, stores, offices,

warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

3. To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

4. To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, rights, chattels, easements, privileges and franchise which may lawfully be purchased, sold, produced or dealt in by corporations in the State of Florida.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the right, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

6. Any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

The purposes and powers specified in the foregoing clauses of this Article shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph of this Certificate, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent

purposes and powers, and the foregoing enumeration to specific powers shall not be held, and is not intended to limit or restrict in any manner the powers of the Corporation, but is in furtherance and in addition to the general powers conferred upon corporation organized under the Corporation Law of the State of Florida.

ARTICLE III

This Corporation shall have an authorized capital stock of 1,000 shares of common stock, each having a par value of \$1.00, said stock to be fully paid and non-assessable. These authorized shares may be distributed in fractional shares. There shall be no pre-emptive rights accruing to stockholders.

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principle office of this corporation in the State of Florida shall be at 842 First Street, Miami Beach, FL 33139.

ARTICLE VII

The management and control of the business of this corporation shall continue to be managed by its stockholders, rather than by a Board of Directors, under and in accord with Chapter 607 of the Florida Statutes. It is the intention of the subscriber and incorporator that this corporation shall be a corporation, as defined by the Florida Statutes. However, a majority of the

stockholders, in accordance with resolutions properly passed in accordance with the By-Laws of this corporation, may decide that this corporation may be managed by a Board of Directors; and, in the event of such adoption of such By-Laws and/or such resolutions, the corporation shall have not less than one (1) Director, which number may be increased or diminished from time to time by By-Laws and/or resolutions adopted by the Stockholders, but shall never be less than one (1) .

ARTICLE VIII

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement signifying that a certain amendment of this Certificate of Incorporation be made.

ARTICLE IX

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its directors, officers or stockholders is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers, individually jointly, may be a part or parties to or may be interested in any contract.

ARTICLE X

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding to which he may be a party, or which he may be involved by reason of his being or having been a director or an officer of the corporation,

or any settlement, thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the stockholders approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer or stockholder may be entitled.

ARTICLE XI

It is the intention and purpose of the subscriber to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate, in order to effectuate the treating of the stock of this Corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XII

The names and street addresses of the first officers and directors of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

NAME

TITLE

MAXIMO RAMOS

President
Vice President
Secretary-Director

ARTICLE XIII

In addition to the purposes and powers granted to the corporation under the provisions of Article II hereof, the corporation shall have the express right, power and authority to become a joint venturer, a general partner and/or limited partner, and may enter into general partnership, limited partnership and/or joint venture agreements with any other persons, firms or corporations involving any proper and lawful business purposes.

ARTICLE XIV

The street address of the registered office of this Corporation is 842 FIRST STREET, MIAMI BEACH, FLORIDA 33139; and the name of the registered agent of this corporation is MAXIMO RAMOS.

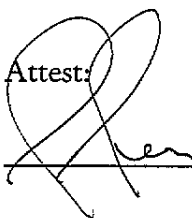
ARTICLE XV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Corporate existence shall begin on the date of filing of these articles of incorporation

IN WITNESS WHEREOF, I the undersigned President and Secretary of the corporation, under authority of Resolution adopted by the corporation Board of Directors and shareholders, and in conformance with the procedures set forth in Chapter 607, Florida Statutes for the purpose of amending the corporation's Articles of Incorporation, hereby declare and certify that the facts herein stated are true and hereunto set our hands and seals this 12 day of December, 2000.

SOUTH POINT PROPERTIES GROUP, INC.
A Florida Corporation

Attest:



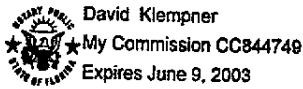
Maximo Ramos
President/Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MAXIMO RAMOS, ☐ to me personally known, or ☐ identified to me by _____, to be the individual described in and who has executed the foregoing Amendment as President and Secretary of SOUTH POINT PROPERTIES, INC., and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Miami Beach, Florida, this 12 day of December, 2000.



David Klempner
Notary Public, State of Florida
My commission expires:
My commission number:

(NOTARY SEAL)