

Division of Corporations

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P00000100902

Florida Department of State  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT  
CONTINUUM REAL ESTATE, INC.

Certificate of Status	1
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(9)

NOVEMBER 4, 2002

CONTINUUM REAL ESTATE, INC.  
300 SOUTH POINTE DRIVE #506  
MIAMI BEACH, FL 33139

SUBJECT: CONTINUUM REAL ESTATE, INC.  
REF: P00000100902

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KAREN GIBSON  
DOCUMENT SPECIALIST

FAX AUD. #: H02000218439  
LETTER NUMBER: 802A00060314

FAX AUDIT NO.: H02000218439 6

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONTINUUM REAL ESTATE, INC.

FILED  
02 NOV -5 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned John Lennon hereby certifies that:

**FIRST:** He is the duly elected and acting President of said corporation.

**SECOND:** That said corporation was originally incorporated pursuant to the General Corporation Law on October 26, 2000 under the name Continuum Real Estate, Inc.

**THIRD:** The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

Article I - Name

The name of the corporation is: Continuum Real Estate, Inc. (the "Corporation").

Article II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

Article III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

Article IV - Registered Office and Agent

The name of the registered agent and street address of the registered office of this corporation is:

Jack N. Franco  
111 Alton Road  
Miami Beach, Florida 33139

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**Article V - Mailing Address**

The mailing address of the corporation is:

**300 South Pointe Drive, #506  
Miami Beach, Florida 33139**

**Article VI - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**Article VII - Directors**

(a) **Number.** This corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Directors.** The name and street address of the members of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
John M. Lennon	300 South Pointe Drive, #506 Miami Beach, Florida 33139
Jack N. Franco	111 Alton Road Miami Beach, Florida 33139

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Article VIII - Conflict of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

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(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**Article IX – No Anti-Takeover Law Governance**

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

**Article X - Indemnification**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**Article XI – Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**Article XII - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

**Article XIII - Amendment**


This corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**FOURTH:** The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 607.0704 of the Florida Business Corporation Act on the 31st day of October, 2002.

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**FIFTH:** That said amendment and restatement was duly adopted in accordance with the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act.

**IN WITNESS WHEREOF,** these Amended and Restated Articles of Incorporation have been executed by the President of this Corporation on this 31 day of October 2002.

  
\_\_\_\_\_  
John Lennon, President

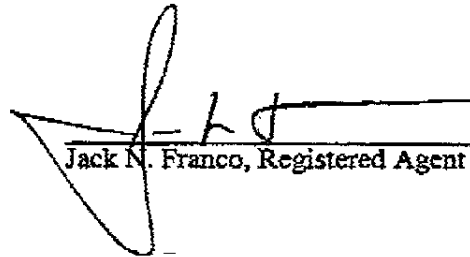
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 31 day of October 2002

  
\_\_\_\_\_  
Jack N. Franco, Registered Agent