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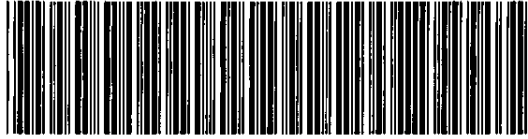
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*Amended and Restated Act*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*1-15-12*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SANTA MARIA SHOPPING CENTER, INC.

**DOCUMENT NUMBER:** P01000001222

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MANUEL PEREZ, ESQ.

Name of Contact Person

HARPER MEYER PEREZ HAGEN O'CONNOR ALBERT & DRIBIN LLP

Firm/ Company

201 S. BISCAYNE BLVD. SUITE 800

Address

MIAMI, FLORIDA 33131

City/ State and Zip Code

MPEREZ@HARPERMEYER.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MANUEL PEREZ, ESQ.

Name of Contact Person

at ( 305 ) 577-3443

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

enclosed)

\$43.75 Filing Fee &  
Certified Copy

(Additional copy is

(Additional Copy

\$52.50 Filing Fee  
Certificate of Status

Certified Copy

is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SANTA MARIA SHOPPING CENTER, INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1007 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of SANTA MARIA SHOPPING CENTER, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on January 3, 2001, (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors and shareholders the Corporation on December 21, 2011.

ARTICLE I. NAME

The name of the corporation is SANTA MARIA SHOPPING CENTER, INC. (the "Corporation").

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ARTICLE II. ADDRESS

The mailing address of the Corporation is:

9400 S. Dadeland Blvd.  
Suite 601  
Miami, Florida 33156

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLES IV. DIRECTORS AND OFFICERS

The names and addresses of the director and officers of the Corporation are:

<u>Name</u>	<u>Office/Position</u>	<u>Address</u>
Benito Rodriguez Frietas	Director, President	9400 S. Dadeland Blvd. Suite 601 Miami, Florida 33156

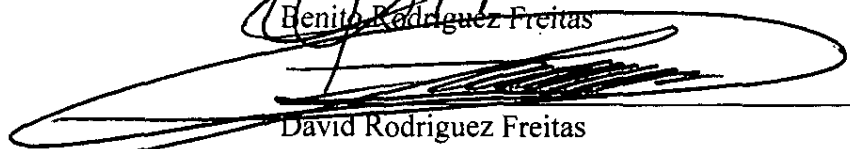


These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 21 day of December, 20 11.

DIRECTORS:



Benito Rodriguez Freitas

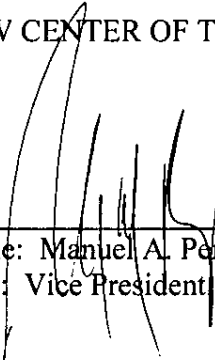


David Rodriguez Freitas

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for SANTA MARIA SHOPPING CENTER, INC. to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21 day of December, 2011.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: Manuel A. Perez  
Title: Vice President

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