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Amended And Restated Art



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COVER LETTER

TO: Amendment Section Division of Corporations

NAME OF CORPORATION: SANTA MARIA SHOPPING CENTER, INC.				
DOCUMENT NUMBER: P0100001222				
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, FLORDA 33131			
City/ State and Zip Code				
MPEREZ@HARPERMEYER.COM				
E-mail address: (to be used for future annual report notification)				
E-man address. (to be used for future annual report normeation)				
For further information concerning this matter, please call:				
MANUEL PEREZ, ESQ.		305	_, 577-3443	
Name of Contact Person		Area Co	de & 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	□\$43.75 Filing Fee & Certified Copy (Additional copy is	□\$52.50 Filing Fee Certificate of Status Certified Copy	
	enclosed)	(Additional C		
	,	is enclosed)		
Mailing Address Amendment Section Division of Corporations P.O. Box 6327		Street Address Amendment Section Division of Corporations Clifton Building		
Tallahassee, FL 32314		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 Marion 2007.

ARTICLE I. NAME

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

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:

Name Office/Position Address

Benito Rodriguez Frietas Director, President 9400 S. Dadeland Blvd.

Suite 601

Miami, Florida 33156

David Rodriguez Freitas

Director, Secretary and Treasurer

9400 S. Dadeland Blvd.

Suite 601

Miami, Florida 33156

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Law Center of the Americas, LLC.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII, AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this at a day of 1000 mov, 2011.

DIRECTORS:

enito 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 1000 11.

LAW CENTER OF THE AMERICAS, LLC

By: Name: Manuel A. Perez

Title: Vice President

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