

To: '+1 (850) 205-0380'
Subject:

From: Patricia Tadlock
Wednesday, November 23, 2005 10:09 AM Page: 1 of 6

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

CABI HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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*Amend & Restated
T. Lewis*

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05 NOV 23 AM 2:57
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TALLAHASSEE, FLORIDA

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CABI HOLDINGS, INC.**

Cabi Holdings, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Cabi Holdings, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions to: (i) limit the Corporation's corporate purpose, (ii) provide for the indemnification of the Corporation's officers and directors in accordance with applicable Florida law; and (iii) eliminate certain other provisions contained in the Corporation's original Articles of Incorporation that are not required to be contained in the Articles of Incorporation of the Corporation in accordance with Florida law.
3. The Restated Articles were adopted and approved on November 22, 2005 by a written consent of the sole shareholder of the Corporation, the number of votes cast being sufficient for approval, without a recommendation from the Board of Directors—such recommendation not being required pursuant to Section 607.1003(6) of the Act when the number of shareholders of a corporation are less than 35. The Restated Articles shall be effective as of the date and time of filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November 22, 2005.

CABI HOLDINGS, INC.

By: _____
Elias Cababie, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CABI HOLDINGS, INC.**

Pursuant to Sections 607.1003(6), 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation. The original Articles of Incorporation were filed with the Secretary of State on October 25, 2001.

ARTICLE I

NAME

The name of the corporation is Cabi Holdings, Inc. (hereinafter, the "Corporation").

ARTICLE II

PURPOSES AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida; provided, however, that the Corporation may only engage in, acquire, own, develop, manage, operate, purchase, sell, assign or otherwise deal with or participate in real estate projects, ventures, businesses, investments or transactions on the terms and conditions that are presented to the Corporation by its shareholder.

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 19950 W. Country Club Drive, Suite 900, Aventura, FL 33180.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 par value per share.

ARTICLE V

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REGISTERED AGENT

The street address of the registered office of the Corporation shall be 19950 W. Country Club Drive, Suite 900, Aventura, FL 33180, and the name of the registered agent of the Corporation at that address is Mario A. Sariol.

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII

DIRECTORS

The Corporation shall have three (3) directors.

ARTICLE VIII

INDEMNITY

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the bylaws of the Corporation may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE IX

BYLAWS

Unless otherwise provided by law, the bylaws of the Corporation may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the affirmative vote of a majority of the directors in office or the affirmative vote of holders of a majority of the shares entitled to vote on the matter.

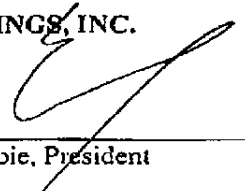
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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its President this 22 day of November 2005.

CABI HOLDINGS, INC.

By: 

Elias Cababie, President

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ACCEPTANCE OF REGISTERED AGENT

1. The name of the Corporation is Cabi Holdings, Inc.
2. The name of the registered agent and office is:

Mario A. Sariol
19950 W. Country Club Drive
Suite 900
Aventura, FL 33180.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR CABI HOLDINGS, INC. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Mario A. Sariol

November 22, 2005