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BASIC AMENDMENT

BALHARBOUR UNION CORPORATION

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 29, 2004

BALHARBOUR UNION CORPORATION
801 BRICKELL AVE STE 1580
MIAMI, FL 33131

SUBJECT: BALHARBOUR UNION CORPORATION
REF: E04000124851

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Articles of Correction must be filed within 30 days of the file date of the document that is being corrected. As the time period for filing Articles of Correction has expired, an amendment to the articles of incorporation could be filed at this time.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: E04000216035
Letter Number: 804A00062334

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective September 29, 2004 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Balharbour Union Corporation
Old Name:

Article II. Address

The mailing address of the Corporation is:
Balharbour Union Corporation
801 Brickell Avenue, Suite 1580
Miami FL 33131

Article III. Board of Directors

SIMON MASRI ASKENAZI	-	Director & President
ELIAS DANIEL SULI	-	Director & Secretary
JUAN A. FIGUERORA	-	Treasurer

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The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Nelson Slosbergas | FL Bar Member 378887
Nelson Slosbergas, P.A.
801 Brickell Avenue, Suite 1580
Miami FL 33131
305-374-0030

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Article IV. Capital Stock

(a) The corporation is authorized to issue two classes of stock designated as Class A and Class B, respectively, \$.01 par value. The number of shares of Class A stock authorized to be issued is 3,711.5. The number of shares of Class B stock authorized to be issued is 1,288.5.

(b) Each share of stock, whether it be Class A stock or Class B stock shall have an equal liquidation preference in the corporation, and shall share equally in the profits of the corporation. However, Class A stock shall have no voting rights whatsoever in corporate matters. All voting rights on matters entitled to be voted on by the stockholders shall be vested in Class B stock.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

NS Corporate Services Inc.
801 Brickell Avenue, Suite 1580
Miami FL 33131

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Balharbour Union Corporation

By: _____

by T. Baez as attorney-in-fact

Name: Simon Masri

Title: President

Date: September 29, 2004

Nelson Slosbergas | FL Bar Member 378887
Nelson Slosbergas, P.A.
801 Brickell Avenue, Suite 1580
Miami FL 33131
305-374-0030

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Balharbour Union Corporation

REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.
801 Brickell Avenue, Suite 1580
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES INC.
by T. Baez as attorney-in-fact

Date: October 29, 2004

Nelson Slosbergas | FL Bar Member 378887
Nelson Slosbergas, P.A.
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Miami FL 33131
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