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Division of Corporations

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THE PALMS SOUTH BEACH, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE PALMS SOUTH BEACH, 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 THE PALMS SOUTH BEACH, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on February 1, 1991, (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 May 29, 2008.

ARTICLE I. NAME

The name of the corporation is THE PALMS SOUTH BEACH, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131.

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>
Hans-Joachim Krause	Director, President	c/o 701 Brickell Avenue Suite 1400 Miami, Florida 33131

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Ursula Maria Krause	Director, Vice President	c/o 701 Brickell Avenue Suite 1400 Miami, Florida 33131
Katja Janzon	Vice President	c/o 701 Brickell Avenue Suite 1400 Miami, Florida 33131
Nicola Meyer	Vice President	c/o 701 Brickell Avenue Suite 1400 Miami, Florida 33131
Kent Janzon	Treasurer	c/o 701 Brickell Avenue Suite 1400 Miami, Florida 33131

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 2,000,000 shares of common stock having \$.00005 par value per share of which 1,000,000 shares of common stock are designated as Voting Shares and 1,000,000 shares of common stock are designated as Non-Voting shares.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Ave., Suite 1400, 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.

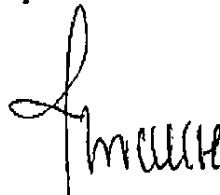
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These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 27 day of May, 2008.

A handwritten signature in black ink, appearing to read 'H Krause', is written over a horizontal line.

Hans-Joachim Krause  
President and Director

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **THE PALMS SOUTH BEACH, INC.** desiring to continue its organization under the laws of the State of Florida with its registered office as indicated in the preceding Amended and Restated Articles of Incorporation at 701 Brickell Ave., Suite 1400, Miami, Florida 33131 has named **Law Center of the Americas, LLC** as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 29 day of May, 2008.

**LAW CENTER OF THE AMERICAS, LLC**

By: 

Name: Steven H. Hagen

Title: Vice President

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