

102535

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BRIAR BAY PROPERTIES INC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

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11/13
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NOV 12 2002 4:34 PM FR HOLLAND & KNIGHT
Department of State

TO 27486#95000#3600 P.02/05



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 12, 2002

R. Ancheta

BRIAR BAY PROPERTIES INC.
8525 OLD CUTLER RD.
P. O. BOX 557067
MIAMI, FL 33255

SUBJECT: BRIAR BAY PROPERTIES INC.
REF: 102535

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

UPON FURTHER RESEARCH THE DATE OF INCORPORATION WAS CORRECTED IN THIS OFFICE TO 9/28/1925. PLEASE CORRECT THE DATE IN THE FIRST PARAGRAPH OF YOUR DOCUMENT.

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Karen Gibson
Document Specialist

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Letter Number: 702A00061383

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TO 27758#95000#3600 P.02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

11/8/02
left message
for Kelly
Muroz

November 8, 2002

BRIAR BAY PROPERTIES INC.
8525 OLD CUTLER RD.
P. O. BOX 557067
MIAMI, FL 33255

SUBJECT: BRIAR BAY PROPERTIES INC.
REF: 102535

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

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE REMOVE THE COMMA FROM THE CORPORATE NAME.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: B02000223373
Letter Number: 102A00061123

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BRIAR BAY PROPERTIES INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of BRIAR BAY PROPERTIES INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on September 18, 1925 (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and sole Shareholder of the Corporation on November 1, 2002:

ARTICLE I. NAME

The name of the Corporation is BRIAR BAY PROPERTIES INC.

ARTICLE II. ADDRESS

The mailing address of the Corporation is 701 Brickell Ave., Suite 3000, 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.

ARTICLE IV. AUTHORIZED SHARES

This Corporation shall have only one class of stock consisting of two types of common stock, voting and non-voting. The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.15, 1,000 of such shares shall be designated as "Class A Voting Common Stock" and 99,000 shares shall be designated as "Class B Non-Voting Common Stock". The preferences, limitations, and relative rights with respect to the voting and non-voting common stock shall be the same, except that the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the shareholders of this corporation, except when otherwise required by law.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VI. 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 VII. 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.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 1st day of November, 2002.



Helene Z. Troup
President, Sole Director and Sole Shareholder

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TO 27486#95000#3600 P.05/05

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:

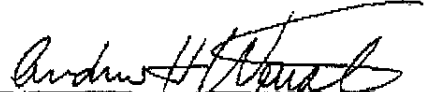
That BRIAR BAY PROPERTIES INC. desiring to continue its organization under the laws of the State of Florida with its registered office as indicated in the preceding Amended and Restated Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation 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 1st day of November, 2002.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Name: Andrew H. Weinstein
Title: Vice President

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