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McCAFFREY & RAIMI, P.A.

1800 Second Street • Suite 753 • Sarasota, Florida 34236
(941) 957-0733 • (941) 957-0449 (fax)
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April 7, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Subject: Gulf Harbor Development, Inc.

Gentlemen:

Enclosed herewith, on behalf of our client Gulf Harbor Development, Inc. are the following:

1. An original and one copy of the Restated Articles of Incorporation;
2. An original and one copy of the Certificate of Amendment and Restatement as required by Florida statutes; and
3. Our check for \$122.50 to cover the filing fees and for a certified copy of Restated Articles of Incorporation.


Please return the certified copy to me at the following address:

McCaffrey & Raimi, P.A.
Attention: Burton L. Raimi
1800 Second Street, Suite 753
Sarasota, Florida 34236

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions or require any additional information please feel free to contact me at the telephone number set forth above. Thank you for your assistance.

Sincerely,


Burton L. Raimi

Enclosures

Restated Articles
LFR
4-17-98

Naples Office: 5811 Pelican Bay Boulevard • Suite 206-A • Naples, Florida 34108
(941) 514-2800 • (941) 514-2777 (fax)
email: judith@moneylaw.com

CERTIFICATE OF AMENDMENT AND RESTATEMENT

- FIRST:** The name of the corporation is: GULF HARBOR DEVELOPMENT, INC.
- SECOND:** The Amendments and Restatement of the Articles required shareholder approval.
- THIRD:** The Board of Directors, acting by unanimous written consent on April 5, 1998, recommended that the shareholders approve the amendments set forth below to the corporation's articles.
- FOURTH:** These Restated Articles of Incorporation provide for an reclassification of issued shares by decreasing the par value of the authorized and the outstanding shares from no par value per share to a par value of one tenth of a cent per share and by increasing the authorized number of shares from 60 shares to 1,000 shares. This amendment will be implemented by exchanging the outstanding share certificates for new share certificates which reflect the new par value of the shares.
- FIFTH:** The text of each amendment adopted is set forth below:

ARTICLE III. PURPOSES, POWERS & RIGHTS

The corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including the power and right:

- A. To change the Articles of Incorporation at any time pursuant to law and the By-laws;
- B. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-laws, and without the necessity of amending the Articles of Incorporation;
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;
- D. To purchase and acquire, in accordance with law and the By-laws, any or all of its shares.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue ONE THOUSAND (1,000) shares of common stock par value ONE TENTH OF A CENT (\$.001) per share.
- B. The designations, voting powers, preferences and relative participating options or other special rights, qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent

permitted by law, such dividends as may be declared from time to time by the Board of Directors.

2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other person, corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other person, corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.
3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. BOARD OF DIRECTORS

The number of directors of this corporation shall be set as provided in this corporation's By-laws and shall be no less than one (1) and no more than twenty-five (25).

The business and affairs of the corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-laws shall in no way be deemed or

restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-laws of the corporation.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 3401 Bonita Beach Road, Suite 103, Bonita Springs, Florida 33923. The name and address of this corporation's registered agent shall be: Karen Bieber, 3401 Bonita Beach Road, Suite 103, Bonita Springs, Florida 33923.

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

SIXTH: The Restated Articles of Incorporation (and each amendment) were approved by the unanimous written consent of the shareholders in lieu of a meeting of the shareholders of the corporation on April 5, 1998.

Dated this 6th day of April, 1998


Karen Bieber, President

FILED

RESTATED

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

GULF HARBOR DEVELOPMENT, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, this corporation adopts the following restated articles of incorporation:

ARTICLE I. NAME

The name of this corporation shall be GULF HARBOR DEVELOPMENT, INC.

ARTICLE II. COMMENCEMENT & DURATION

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS & RIGHTS

The corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including the power and right:

- A. To change the Articles of Incorporation at any time pursuant to law and the By-laws;
- B. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-laws, and without the necessity of amending the Articles of Restated Articles of Incorporation of Gulf Harbor Development, Inc.

Incorporation;

- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;
- D. To purchase and acquire, in accordance with law and the By-laws, any or all of its shares.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue ONE THOUSAND (1,000) shares of common stock par value ONE TENTH OF A CENT (\$.001) per share.
- B. The designations, voting powers, preferences and relative participating options or other special rights, qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of

Restated Articles of Incorporation of Gulf Harbor Development, Inc.

whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other person, corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other person, corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the

Restated Articles of Incorporation of Gulf Harbor Development, Inc.

United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. BOARD OF DIRECTORS

The number of directors of this corporation shall be set as provided in this corporation's By-laws and shall be no less than one (1) and no more than twenty-five (25).

The business and affairs of the corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-laws shall in no way be deemed or restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-laws of the corporation.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Restated Articles of Incorporation of Gulf Harbor Development, Inc.


ARTICLE VII. PRINCIPAL OFFICE &
REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 3401 Bonita Beach Road, Suite 103, Bonita Springs, Florida ³⁴¹³⁴~~33923~~. The name and address of this corporation's registered agent shall be: Karen Bieber, 3401 Bonita Beach Road, Suite 103, Bonita Springs, Florida ³⁴¹³⁴~~33923~~.

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the corporation executes these Restated Articles of Incorporation on the date indicated:


Karen Bieber, President

April 6, 1998

I hereby accept my designation as resident agent and agree to serve as the resident agent of Gulf Harbor Development, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Gulf Harbor Development, Inc.


Karen Bieber - Registered Agent

April 6, 1998