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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE PLANTATION SHOP AT PALMETTO WALK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
THE PLANTATION SHOP AT PALMETTO WALK, INC.

ARTICLE I
NAME

The name of the Corporation is The Plantation Shop at Palmetto Walk, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at, and its mailing address is 4828 First Coast Highway, Suite 4, Amelia Island, Florida, 32034.

ARTICLE III
CAPITAL STOCK

(a) Authorized Capital Stock. This Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, no par value. One Thousand (1,000) shares shall be designated as Class A Voting Common shares and Ninety-Nine Thousand (99,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the Corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(b) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

(e) Exchange of Stock. Each share of common stock issued and outstanding as of the date hereof shall be converted into One (1) share of Class A Voting Common shares and Ninety-Nine (99) shares of Class B Nonvoting Common shares upon the filing of these Articles of Amendment and Restatement with the Secretary of State of the State of Florida.

ARTICLE IV DIRECTORS

(a) Number. The Corporation shall have not more than three (3) directors, but not less than one (1) director. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE V BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VI DURATION

This Corporation shall exist perpetually. These Amended and Restated Articles of Incorporation shall become effective when filed with the Secretary of State of the State of Florida.

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ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
THE PLANTATION SHOP AT PALMETTO WALK, INC.

Pursuant to Section 607.1007, Florida Statutes, The Plantation Shop at Palmetto Walk, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Articles of Amendment and Restatement were adopted as of July
24, 2006.

THIRD: The Amended and Restated Articles were adopted by the consent of all the members of the Board of Directors of the Corporation and the sole shareholder of the Corporation holding all of the votes entitled to be cast in accordance with the requirements set forth in Section 607.1003(5) of the Florida Statutes.

Signed this 24 day of July, 2006.

The Plantation Shop at Palmetto Walk, Inc.,
a Florida corporation

By: Bonnie H. Tennille
Bonnie H. Tennille, President

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