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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 27 2011

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: DREAM PLACES LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dinesh Sheth
Name of Person

Firm/Company

2420 Lennox Dr
Address

Germantown, TN 38138
City/State and Zip Code

dinesh.sheth@gmail.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Dinesh Sheth at (**901**) **219-3880**
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RESTATED ARTICLES OF ORGANIZATION
OF
DREAM PLACES, LLC**

The undersigned person having capacity to contract and acting as a managing Member of a limited liability company pursuant to Chapter 608.411, Florida Statutes, adopts the following Restated Articles of Organization for such company:

Article I

The name of the limited liability company is DREAM PLACES, LLC (the "Company").

Article II

The complete address of the Company's initial principal office and mailing address is:

5 Portofino Drive, #2101
Pensacola Beach, Florida 32561

Article III

The name and Florida street address of the Company's initial Registered Agent

Pinakini Sheth
5 Portofino Drive, #2101
Pensacola Beach, Florida 32561

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Pinakini Sheth, Registered Agent

Article IV

The name and complete address of the Company's Managing Members are:

Pinakini Sheth
5 Portofino Drive, #2101
Pensacola Beach, Florida 32561

Dinesh Sheth
5 Portofino Drive, #2101
Pensacola Beach, Florida 32561

Article V

Management of the Company shall be vested in the Members

Article VI

The Company shall have a perpetual existence.

Article VII

Any Operating Agreement and/or amendment to an Operating Agreement adopted by the Company and/or its members must be in writing and must constitute a document specifically identifiable as an Operating Agreement or an amendment thereto. In no event may an oral Operating Agreement or an amendment to an Operating Agreement be binding on the Company or any of its members.

Article VIII

(a) To the maximum extent permitted by law, subject to the limitations contained in this paragraph 8, this Company shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action or proceeding be instituted by reason of the fact that such person is or was a member or manager of this Company.

(b) This Company may, at the discretion of the members and, to the extent permitted by the provisions of Chapter 608.4229, Florida Statutes, as amended from time to time, indemnify and advance expenses to any person, his heirs, executors and administrators, to the same extent as set forth in paragraph 8(a) above, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was an employee or agent of this Company, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the members.

(c) The rights to indemnification and advancement of expenses set forth in paragraphs 8(a) and 8(b) are intended to be greater than those which are otherwise provided for in the Florida Statutes, are contractual between the Company and the person being indemnified, his heirs, executors and administrators, and, with respect to paragraph 8(a), are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the Act, as amended from time to time. The rights to indemnification and advancement of expenses set forth in paragraphs 8(a) and 8(b) are nonexclusive of other similar rights which may be granted by law, these Restated Articles of Organization, an operating agreement, a resolution of members, or an agreement with the Company, which means of indemnification and advancement of expenses are hereby specifically authorized.

(d) Any repeal or modification of the provisions of this paragraph 8, either directly or by the adoption of an inconsistent provision of these Restated Articles of Organization, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of

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such repeal or modification. In addition, if an amendment to the Florida Statutes limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 8 which occur subsequent to effective date of such amendment.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Restated Articles of Organization to be effective as of this 22nd day of September, 2011.

Pinakini Sheth

Pinakini Sheth
5 Portofino Drive, #2101
Pensacola Beach, Florida 32561

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