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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

GOLD COAST MERRIMAC BEACH HOTEL, INC.

Certificate of Status	1
Certified Copy	0
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Amend or List

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOLD COAST MERRIMAC BEACH HOTEL, INC.**

The undersigned officer and director of the Corporation files these amended and restated articles on behalf of the Corporation all in accordance with Chapter 607 of the Florida Statutes

**ARTICLE I
NAME**

The name of the Corporation shall be **GOLD COAST MERRIMAC BEACH HOTEL, INC.**

**ARTICLE II
PURPOSE**

The Corporation shall have the power to engage in and conduct all lawful businesses permitted under Florida law as the directors may agree from time to time.

**ARTICLE III
CAPITAL STOCK**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is Seventy-five Thousand shares of Ten cents (\$0.10) par value common stock. Fully paid stock of the Corporation shall not be liable to any further call or assessment.

Two series of common stock of the Corporation may be issued. The only difference in the rights of the holders of either series of shares shall be that Series A shall have voting rights and Series B shall not have voting rights. The Corporation shall have the authority to issue:

1. Seven Thousand Five Hundred (7,500) shares of Ten cent (\$0.10) par value series A voting Common Stock; and
2. Sixty-seven Thousand Five Hundred (67,500) shares of Ten cent (\$0.10) par value series B non-voting Common Stock.

**ARTICLE IV
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative,

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investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE V DIRECTORS

The corporation shall have a minimum of one directors who shall be elected annually as set forth in the bylaws. The present director of the Corporation who shall serve until the next annual meeting of the corporation shall be:

RAMOLA MOTWANI
2400 East Las Olas Blvd.
Suite 321
Fort Lauderdale, Fl. 33301

ARTICLE VI AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be amended by majority vote of the directors.

ARTICLE VII REGISTERED AGENT

The registered agent of the Corporation is Naples-Lawdock, Inc. The street address of the Corporation's registered office is 1395 Panther Lane, Suite 300, Naples, Florida 34109.

ARTICLE VIII PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2400 East Las Olas Blvd., Suite 321, Fort Lauderdale, Fl. 33301.

ARTICLE X
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AMENDMENT

The shareholders by majority vote shall have the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XI ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Board of Directors as permitted by Florida law and the Corporation's bylaws on March 30, 2005.

The Corporation's shareholders unanimously approved the Amended and Restated Articles of Incorporation as permitted by Florida law and the Corporation's bylaws on March 30, 2005.

The date of adoption of these Amended and Restated Articles of Incorporation is March 30, 2005.

IN WITNESS WHEREOF, the undersigned Officer and Director of the Corporation has executed these Amended and Restated Articles of Incorporation on the ____ day of March, 2005.


Ramola Motwant, President/Director

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **GOLD COAST MERRIMAC BEACH HOTEL, INC.**
2. The name and address of the registered agent and office is:

Naples-Lawdock, Inc.
1395 Panther Lane, Suite 300
Naples, Florida 34109

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, Naples-Lawdock, Inc. hereby accepts the appointment as registered agent and agrees to

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Naples-Lawdock, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Naples-Lawdock, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligation of his position as registered agent.

Dated: March 30 2005

NAPLES-LAWDOCK, INC.

By: Kevin Carmichael, Vice President

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