

P00000038022

Dominique Rihs, P.A.

5131 SUNBURY COURT
NAPLES, FL 34104-4731
(941) 643-1845
(941) 643-5149 (FAX)

Dominique Rihs, Esq.
FLORIDA BAR BOARD
CERTIFIED IN REAL ESTATE

October 9, 2000

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*****61.25 *****61.25

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
409 E. Gaines St.
Tallahassee, FL 32399

RE: AMENDED & RESTATED ARTICLES OF BGB ENTERPRISES INC.
VISTA VENTURES OF NAPLES, INC.

Dear Clerk:

Please find enclosed one original & one copy of the Restated & Amended Articles of the above corporation for filing purposes together with a check of \$61.25 payable to Secretary of State for filing fee. If you should have any questions, please do not hesitate to contact my office. If for any reason this Amended & Restated Articles may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

PLEASE RETURN THE FILE STAMPED COPY IN THE ATTACHED PREPAID FEDERAL EXPRESS PACKAGE.

Sincerely,

DOMINIQUE RIHS, ESQ.

Austant ne

T. LEWIS OCT 13 2000

Enclosures as stated: 2 Amended & Restated Articles (original & one copy) & Check for \$61.25

FILED
OCT 10 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED & RESTATED ARTICLES OF INCORPORATION OF

VISTA VENTURES OF NAPLES, INC.

F/K/A BGB ENTERPRISES, INC..

FILED
00 OCT 10 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of **BGB ENTERPRISES, INC., a Florida corporation**, as originally filed on April 10, 2000 & being assigned corporate number P00000038022 are hereby amended & restated in their entirety. The Amended & Restated Articles of Incorporation of BGB ENTERPRISES, INC. have been approved unanimously by the sole shareholder & Director, Christopher J. Bamberg. The Amended & Restated Articles of Incorporation shall hence forth be as follows:

ARTICLE I - NAME

The name of the corporation is **VISTA VENTURES OF NAPLES, INC.**

ARTICLE II -- PURPOSE

This corporation is organized for all purposes that are legal in the State of Florida or the United States.

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock, par value of One Dollar (\$1.00) per share & capital contributions, if any, as the director shall from time to time determine.

ARTICLE IV- REGISTERED OFFICE & AGENT

The street address of the registered office of this corporation is **2638 East Tamiami Trail, Naples, FL 34112** & the name of the Registered Agent of this corporation at that address is **CHRISTOPHER J. BAMBERG**.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office & mailing address are: **2638 East Tamiami Trail, Naples, FL 34112**.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the shareholder(s), but shall never be less than one. The name and address of the Board of Director of the corporation is:

CHRISTOPHER J. BAMBERG with address of **2638 East Tamiami Trail, Naples, FL 34112**

ARTICLE VII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.

ARTICLE VIII - DURATION

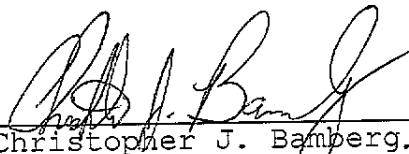
The existence of this corporation shall be perpetual.

ARTICLE IX- AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or any amendment hereto in the manner now or hereafter prescribed by law, and any right conferred upon the shareholder(s) is subject to this reservation.

CERTIFICATE

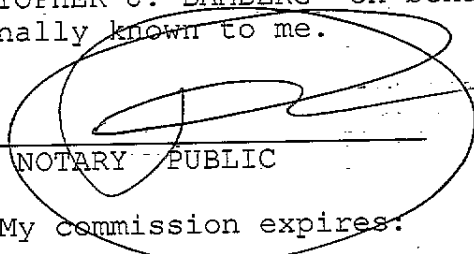
The undersigned being the sole shareholder & the sole Director & officer of BGB Enterprises, Inc. hereby certifies that the foregoing Amended & Restated Articles of Incorporation were duly approved by the affirmative unanimous vote of its sole shareholder & sole Director & officer. The foregoing both amend & restate the Articles of Incorporation in their entirety. The votes cast to approve this amendment & restatement of Articles was sufficient & as required under the Articles of BGB Enterprises, Inc. & Florida Statutory Law. Date of adoption: October 9th, 2000


Christopher J. Bamberg - President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9th day of October 2000 by CHRISTOPHER J. BAMBERG on behalf of the corporation. He is personally known to me.

SEAL OF NOTARY


NOTARY PUBLIC

My commission expires:



Dominique Rihs
Commission # CC 945924
Expires Aug. 2, 2004
Bonded thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

**BGB ENTERPRISES, INC. (renamed VISTA
VENTURES OF NAPLES, INC.**

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT

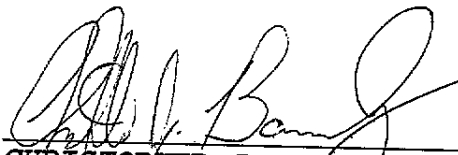
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-- That **BGB ENTERPRISES, INC.**, organized under the laws of the State of Florida with its principal office, as indicated in the Amended & Restated Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named **CHRISTOPHER J. BAMBERG** located at **2638 East Tamiami Trail, Naples, FL 34112**, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


CHRISTOPHER J. BAMBERG

STATE OF FLORIDA

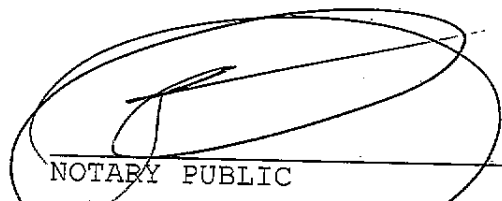
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9th day of October, 2000, by **CHRISTOPHER J. BAMBERG** on behalf of the corporation. He is personally known to me.

(SEAL of NOTARY)



Dominique Rihs
Commission # CC 945924
Expires Aug. 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC
MY COMMISSION EXPIRES: