

Division of Corporations

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*Amend & Restated
 Articles
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August 3, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ADVANTAGE ASSET HOLDINGS, INC.
741 US HIGHWAY ONE
NORTH PALM BEACH, FL 33408

SUBJECT: ADVANTAGE ASSET HOLDINGS, INC.
REF: P01000004129

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Sylvia Gilbert
Regulatory Specialist II

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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADVANTAGE ASSET HOLDINGS, INC.**

The undersigned, acting in his capacity as the sole Director of Advantage Asset Holdings, Inc, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

**ARTICLE I
NAME**

The name of the Corporation is Advantage Asset Holdings, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

Section 2.1 **Principal Office.** The principal office of the Corporation shall be located at 741 US Highway 1, North Palm Beach, FL 33408. The Corporation shall have such other offices, either within or without the State of Florida, as shall be determined by the Board (as defined in section 7.1).

Section 2.2 **Florida Registered Office.** The Corporation shall maintain a registered office in the State of Florida in accordance with the Act. The registered agent for service of process for the Corporation in the State of Florida shall be John Marino and the address of the Corporation's registered agent and registered office in the State of Florida shall be 741 US Highway 1, North Palm Beach, FL 33408. The registered agent and registered office of the Corporation in the State of Florida may be changed from time to time as shall be determined by the Board.

Section 2.3 **Other Qualifications.** The Corporation may file or record such documents and take such other actions under the laws of any other jurisdiction as are necessary or desirable to permit the Corporation to do business in any such jurisdictions as are selected by the Corporation and to promote the limitation of liability for the Shareholder in any such jurisdiction.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue ten thousand (10,000) shares of common stock, \$1.00 par value.

**ARTICLE IV
PURPOSE**

Pursuant to Section 607.0301 of the Florida Business Corporation Act (the "Act"), the Corporation may engage in any lawful business permitted by the Act. In furtherance of the foregoing powers and not by way of limitation, the Corporation shall have the power and authority to acquire, own, hold, manage, sell, finance, encumber and otherwise dispose of real

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property.

ARTICLE V TERM

The Corporation's existence shall be perpetual unless terminated sooner as set forth in the Act or in these Articles.

ARTICLE VI ANNUAL REPORT

The Corporation shall file an annual report with the Florida Department of State containing information as may be necessary to comply with the Act.

ARTICLE VII MANAGEMENT OF THE CORPORATION

Section 7.1 Management by the Board. The overall management and control of the Corporation shall be vested in a Board of Directors (the "Board"). The Board shall have full, exclusive and complete power to take all actions deemed necessary or desirable in the operation of the Corporation. The Board size shall be one (1). The sole director shall be John Marino who shall continue to serve until his resignation or removal.

Section 7.2 Appointment of Officers. The Board may, from time to time, appoint one or more individuals to be officers of the Corporation. Any officers so appointed shall have such authority and perform such duties as the Board may, from time to time, delegate to them. The Board may appoint the following officers: a President; any number of Vice Presidents (including one or more Assistant Vice Presidents); a Secretary (including one or more Assistant Secretaries); and a Treasurer (including one or more Assistant Treasurers). Any two or more offices may be held by the same person. Each officer shall hold office until his successor shall have been duly appointed or elected and shall have qualified, or until his death, or until he shall have resigned or have been removed by the Board. The salaries or other compensation, if any, of the officers of the Corporation shall be fixed from time to time by the Board. Any officer of the Corporation may be removed, either with or without cause, at any time, by the Board.

ARTICLE VIII DIVIDENDS

The Board may from time to time make and declare dividends of the Corporation in its discretion.

ARTICLE IX INDEMNIFICATION AND LIABILITY

Pursuant to Section 607.0850 of the Act and these Articles, the Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or

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investigative by reason of the fact that he is or was a shareholder, director or officer of this Corporation, or is or was serving at the request of this Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise (each an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a shareholder, officer, director, employee or agent of this Corporation and such breach constitutes:

(1) a violation of criminal law, unless the shareholder, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the shareholder, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a shareholder, director, officer, employee or agent of this Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a shareholder, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X BANKING, FISCAL YEAR, BOOKS, RECORDS AND REPORTS

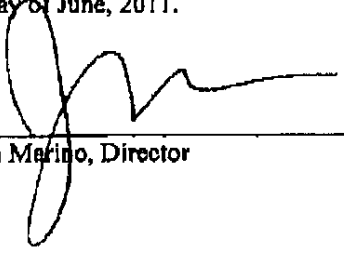
Section 10.1 **Banking.** All funds of the Corporation shall be deposited in its name in such financial institutions and such accounts as may be designated by the Board. All withdrawals therefrom are to be made upon the signature of such individual or individuals as may be designated by the Board. All drafts and other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall also be signed by such individual or individuals as shall be designated by the Board.

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Section 10.2 Books, Records and Reports. The Corporation's books shall be closed and balanced at the end of each calendar year. The Board shall cause all known business transactions pertaining to the purpose of the Corporation to be entered properly and completely into said books.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation have been signed by the President of the Corporation this 30th day of June, 2011.

By:



John Marino, Director

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**ATTACHMENT TO
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADVANTAGE ASSET HOLDINGS, INC.**

1. The amendments contained in the First Amended and Restated Articles of Incorporation have been adopted by the sole Shareholder and sole Director of the Corporation on June 30, 2011.

2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.