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June 10, 2002

VIA FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Marina Bay 509, Inc (the "Company")

100005753501--4
-06/11/02--01085--001
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Amended and Restated Articles of Incorporation along with our check for \$35.00 in payment of the filing fee. Please return the stamped copy to us in the return FedEx envelope we have provided. Thank you for your assistance.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

mb

Enclosures

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FILED
02 JUN 11 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/19/02
A+ Restated
Articles
sf

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINA BAY 409, INC.**

FILED
02 JUN 11 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Original Articles of Incorporation filed with
the Florida Department of State on May 20, 2002**

On May 20, 2002, the sole Incorporator of Marina Bay 409, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is Marina Bay 509, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Adolfo Silva Hernandez
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

Maria Nelly di Geronimo de Silva
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 10, 2002.

MARINA BAY 509, INC.

By: _____

Louis R. Montello,
Sole Incorporator

**CERTIFICATE
OF THE
SOLE INCORPORATOR
OF
MARINA BAY 509, INC.**

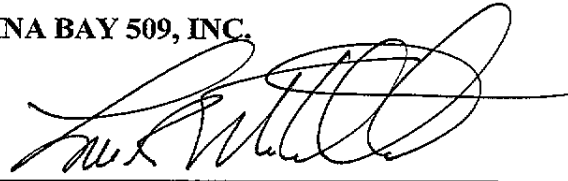
Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Marina Bay 409, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation.

(b) The Corporation has not issued shares and the Corporation's sole Incorporator adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on June 10, 2002, pursuant to Section 607.1005 of the Florida Business Corporation Act.

MARINA BAY 509, INC.

By: _____



Louis R. Montello,
Sole Incorporator