03000016425

12/11/03 9:49 AM

Florida Department of State Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000333893 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations

Fax Number : (850)205-0380

From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (305) 672-0686 Phone

Fax Number : (305) 672-9110

BASIC AMENDMENT

BAYFRONT INTERNATIONAL REALTY, INC.

| Certificate of Status | 1 |
|-----------------------|---------|
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$43.75 |

Blackronic Filing Manu

Corporate Filips

Bublic Access Heip

https://gfile.eutoir.org/scripts/efflower.exe

Page 1 of 1

T BROWN DEC 1 1 2003

H03000333893

AMENDED AND RESTATED ARTICLES OF INCORPORATION

O3 DEC 11 PH 3: 24

TALKAHARY OF STATE
ORIGA

Consider Theorember 11, 2003 by the

These Amended and Restated Articles of Incorporation were adopted effective December 11, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607, 1007, Florida Statutes, Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Bayfront International Realty, Inc. Old Name:

Article II. Address

The mailing address of the Corporation is: Bayfront International Realty, Inc. 128 Mashta Drive Key Biscayne FL. 33149

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Patricia Romano 128 Mashta Drive Key Biscayne FL 33149
Hector Castro 128 Mashta Drive Key Biscayne FL 33149

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lizabeth F. Caivo, I FL Bar Member 40857 Lizabeth F. Caivo, P.A. 328 Crandon Boulevard Suite 226 Key Biscayne FL 33149 305-365-0902

H03000333893

H03000333893

Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Lizabeth F. Calvo

328 Crandon Boulevard

Suite 226

Key Biscayne FL 33149

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Bayfront International Realty, Inc.

by V. Cine as attornoy-in-fact

Name: Patricia Romano

little: Director

Date: December 11, 2003

Lizabeth F. Caivo I FL Bar Member 40657 Lizabeth F. Caivo, P.A. 328 Crandon Boulevard. Suite 226 Key Biacayne FL 33149 305-385-0902

H03000333893

H03000333893

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Bayfront International Realty, Inc.

REGISTERED AGENT/OFFICE:

Lizabeth F. Calvo 328 Crandon Boulevard Suite 226 Key Biscayne FL 33149

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

LIZABETH F. CALVO

by V. Cine as attorney-in-fact

Date: December 11, 2003

Lizabeth F. Calvo I FL Bar Member 40657 Lizabeth F. Calvo, P.A. 328 Crandon Boulevard Suite 226 Key Biscayne FL 33149 305-365-0902

H05000333893