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To:
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003059
Phone : (305) 672-0686
Fax Number : (305) 672-9110

BASIC AMENDMENT

BAYFRONT INTERNATIONAL REALTY, INC.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

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

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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: Valerie Cine
by V. Cine as attorney-in-fact

Name: Patricia Romano

Title: Director

Date: December 11, 2003

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

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**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 1 FL Bar Member 40657
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