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P. 01

Division of Corporations

Page 1 of 1

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DIVISION OF CORPORATIONS

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TREASURY, FLORIDA

**BASIC AMENDMENT**

**CLARIDGE HOMES (FLORIDA), INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CLARIDGE HOMES (FLORIDA), INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1007 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of CLARIDGE HOMES (FLORIDA), INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on April 14, 2004, (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors the Corporation on July 16, 2004 and no shareholder approval is required:

ARTICLE I. NAME

The name of the Corporation is CLARIDGE HOMES (FLORIDA), INC.

ARTICLE II. ADDRESS

The mailing address of the Corporation is 701 Brickell Avenue, Suite 1650, Miami, Florida 33131.

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLES IV. DIRECTORS AND OFFICERS

The names and addresses of the director and officers of the Corporation are:

<u>Name</u>	<u>Office/Position</u>	<u>Address</u>
Subhash Malhotra	Director and President	c/o 701 Brickell Avenue Suite 1650 Miami, Florida 33131

HQ4000154461 3

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Shawn Malhotra

Vice President

c/o 701 Brickell Avenue  
Suite 1650  
Miami, Florida 33131

Neil Malhotra:

Vice President

c/o 701 Brickell Avenue  
Suite 1650  
Miami, Florida 33131

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$.01 par value per share.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 701 Brickell Ave., Suite 1650, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Law Center of the Americas, LLC.


#### ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 10 day of July, 2004.

  
Subhash Malhotra  
President and Director

JUL-27-2004 TUE 10:29 AM

FAX NO.

P. 04

H04000154461 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CLARIDGE HOMES (FLORIDA), INC. desiring to continue its organization under the laws of the State of Florida with its registered office as indicated in the preceding Amended and Restated Articles of Incorporation at 701 Brickell Ave., Suite 1650, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 27 day of July, 2004.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Steven H. Hagen

Title: Vice President

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