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Division of Corporations

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PO4000068216

Florida Department of State
Division of Corporations
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(((H04000103979 3)))

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

EPBDLW INVESTMENT GROUP CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended + Restated AF
5/18/04

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Department of State

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FAX NO.

P. 02



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 13, 2004

EPBDLW INVESTMENT GROUP CORP.
1250 E HALLANDALE BEACH BLVD.
SUITE 903
HALLANDALE, FL 33009

SUBJECT: EPBDLW INVESTMENT GROUP CORP.
REF: P04000068216

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

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6027.

Michelle Milligan
Document Specialist

FAX Aud. #: H04000103979
Letter Number: 904A00033337

Audit No.: H04000103979 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EPBDLW INVESTMENT GROUP CORP.
a Florida Corporation**

The undersigned hereby amends and restates its Articles of Incorporation, under the provisions of Section 607.1006, Florida Statutes, originally filed on April 26, 2004.

ARTICLE I. NAME

The name of the Corporation is:
EPBDLW INVESTMENT GROUP CORP.

the principal place of business is:
1835 N.E. Miami Gardens Drive, Suite 245
North Miami Beach, FL 33179

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced as of April 26, 2004.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

This Instrument Prepared By: H04000103979 3
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalina Avenue, 2nd Floor
Coral Gables, Florida 33134-6700
(305) 476-7100
Bar No.: 992038

Audit No.: H04000103979 3

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 12000 Biscayne Blvd. #402, Miami, Florida 33181 and the name of the registered agent is Ronny Ackermann.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street address of the director is:

Ronny Ackermann

1835 NE Miami Gardens Drive, Suite 245
North Miami Beach, Florida 33179

ARTICLE VII. INCORPORATOR

The name and street address of the original incorporator of the Corporation was:

Isaac Grimberg

1250 E. Hallandale Beach Blvd.
Suite 903
Hallandale, Florida 33009

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under Chapter 607, Florida Statutes.

ARTICLE IX. 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 members are subject to this reservation. The amendment may be proposed by any member of the

This Instrument Prepared By: H04000103979 3

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Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

ARTICLE X. APPROVAL

The within Amended and Restated Articles of Incorporation contains amendments which requires Board of Director approval but does not require Shareholder approval. The number of votes cast for the amendment by the Board of Directors was sufficient for approval.

The within Amended and Restated Articles of Incorporation of the Corporation, was approved and adopted by means of a written consent of the sole shareholder and sole Director of the Corporation, dated May 6, 2004.

IN WITNESS WHEREOF, the undersigned director has executed the Amended and Restated Articles of Incorporation this 6 day of May, 2004.


Ronny Ackerman, Director

This Instrument Prepared By:
Salomon B. Esquenazi, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
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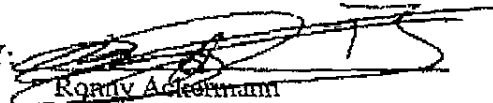
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **EPBDLW INVESTMENT GROUP, CORP.** in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY:



Randy A. Giermann

Pm442085

This Instrument Prepared By:
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