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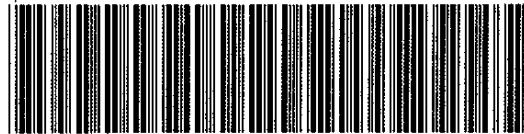
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06 JUN 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ps 7/3/06  
Amend + lost

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida Suncoast Properties, Inc.

**DOCUMENT NUMBER:** P04000107875

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gera George

(Name of Contact Person)

Guju Law Firm, P.A.

(Firm/ Company)

31564 US Hwy 19 N

(Address)

Palm Harbor, FL 34684

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gera George

(Name of Contact Person)

at ( 727 ) 526-3529 X104

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA SUNCOAST PROPERTIES, INC.  
(a Florida corporation)**

**FILED**  
06 JUN 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned President, hereby adopts the following Amended and Restated Articles of Incorporation for such corporation.

That the present name of the Corporation is Florida Suncoast Properties, Inc., (the "Corporation"); the date of filing its original Articles of Incorporation with the Secretary of State was July 15, 2004.

That the Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the Shareholders in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida 1989 Business Corporation Act ("FBCA") on May 15, 2006.

That the original Articles of Incorporation are hereby amended by being deleted in their entirety and restated as follows:

**I.**

**NAME**

The name of this Florida corporation shall be FLORIDA SUNCOAST PROPERTIES, INC.

**II.**

**TERM OF EXISTENCE**

The date when corporate existence commenced was July 15, 2004, in accordance with the provision of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**III.**

**PRINCIPAL OFFICE**

The principal office for the Corporation shall be in Pinellas County at 460 Mehlenbacher Rd., Belleair, FL 33756.

**IV.**

**REGISTERED OFFICE AND AGENT**

The address of the Registered Office of the corporation is 460 Mehlenbacher Rd. Belleair, FL 33756, and the Registered Agent at such address is Aleksandra Marzec.

**V.**

**CAPITAL STOCK**

The Corporation is hereby authorized to issue a total of 1,000 shares of capital stock which shall be subdivided into classes as follows:

- (a) One Thousand (1000) shares of the Corporation's capital stock shall be denominated as Common Stock, have a par value of \$.01 per share, and have the rights, powers and preferences set forth in this paragraph. The Holders of Common Stock shall share ratably, with all other classes of common equity, in any dividends that may, from time to time, be declared by the Board of Directors. No

dividends may be paid with respect to Corporation's Common Stock, however, until dividend distributions to the holders of Preferred Stock, if any, have been paid in accordance with the certificate or certificates of designation relating to such Preferred Stock. The holders of Common Stock shall share ratably, with all other classes of common equity, in any assets of the Corporation that are available for distribution to the holders of common equity securities of the Corporation upon the dissolution or liquidation of the Corporation. The holders of Common Stock shall be entitled to cast one vote per share on all matters that are submitted for a vote of the stockholders. There are no redemption or sinking fund provisions that are applicable to the Common Stock of the Corporation. Subject only to the requirements of the FBCA and the foregoing limits, the Board of Directors is expressly authorized to issue shares of Common Stock without stockholder approval, at any time and from time to time, to such persons and for such consideration as the Board of Directors shall deem appropriate under the circumstances.

- (d) In addition to the Common Stock described above, the Board of Directors is authorized to cause the issuance of any other type of security (including without limitation, options, rights, warrants or appreciation rights relating to any equity or debt security of the Corporation and which may have rights or preferences junior or senior to any equity or debt security of the Corporation) from time to time on terms and conditions established in the sole and complete discretion of the Board of Directors. If and to the extent required by the Florida Business Corporation Act, upon the creation of any new class or series of additional securities of the Corporation, the Board of Directors shall prepare and file with the records of Corporation a Certificate setting forth the rights and preferences of such class or series of additional securities of the Corporation, which Certificate shall be deemed an amendment to these Articles of Incorporation and shall not require the consent of any stockholder.
- (e) Except to the extent that such rights are specifically enumerated in a Certificate setting forth the rights and preferences of a specific class or series of Stock or other securities of the Corporation, no stockholder shall have any preemptive, preferential or other right, including without limitation with respect to (i) the issuance or sale of additional Common Stock of the Corporation, (ii) the issuance or sale of additional Preferred Stock of the Corporation, (iii) the issuance of any obligation, evidence of indebtedness of the Corporation which is or may be convertible into or exchangeable for, or accompanied by any rights to receive, purchase or subscribe to, any shares of Common Stock, Preferred Stock or other securities of the Corporation, (iv) the issuance of any right of subscription to, or right to receive, any warrant or option for the purchase of any Common Stock, Preferred Stock or other securities of the Corporation, or (v) the issuance or sale of any other equity or debt securities that may be issued or sold by the Corporation from time to time.

## VI. DIRECTORS

The Corporation will have no less than 2 nor more than 7 directors. The current directors are as listed immediately below. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation.

Directors:                      Aleksandra R. Marzec, Gro Miller

**VII.**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**VIII.**  
**INDEMNIFICATION**

The Corporation will indemnify any director or officer, or any former director or officer, to the fullest extent permitted by law.

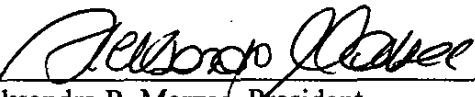
**IX.**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the FBCA, and all rights conferred upon stockholders by the terms of these Articles of Incorporation are granted subject to this reservation of powers.

Except as otherwise provided for or fixed pursuant to the provisions of Article V(b) of these Articles of Incorporation relating to the rights of the holders of one or more series of Preferred Stock, to the extent that the FBCA expressly provides for separate voting by the holders of shares of any class or series on any proposed amendment to the Corporation's Certificate of Incorporation, the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least (i) a majority of the shares within each class or series of shares entitled to vote thereon as a class and (ii) a majority of the total outstanding shares entitled to vote thereon. Any other amendment to the Corporation's Certificate of Incorporation shall be adopted upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote thereon, except as otherwise provided for or fixed pursuant to the provisions of Article V(b) of these Articles of Incorporation relating to the rights of the holders of one or more series of Preferred Stock.

**IN WITNESS WHEREOF, Gro Miller, Director,** has caused these Amended and Restated Articles of Incorporation to be signed by Aleksandra R. Marzec, its President, this 15 day of May, 2006.

**Florida Suncoast Properties, Inc.**


By:   
Aleksandra R. Marzec, President

**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IV of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 15 th day of May 2006.

**REGISTERED AGENT:**

By:   
Aleksandra R. Marzec