

**P04000121881**

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**BASIC AMENDMENT**

**IBJ, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IBJ, INC.**

1. The name of this corporation is IBJ, Inc., a Florida corporation (the "Corporation"), whose principal office address is 143 Via D'Este, Suite 792, Delray Beach, Florida 33445.
2. The Articles of Incorporation of IBJ, Inc., originally filed August 23, 2004, under Document No. P04000121881, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is IBJ, Inc. Its principal office address and business mailing address is 143 Via D'Este, Suite 792, Delray Beach, Florida 33445.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,500 shares of common, par value \$.001 per share.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the Registered Office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the Registered Agent of this Corporation at such office shall be Pedro G. Menocal, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - BOARD OF DIRECTORS**

The Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Pedro G. Menocal	2525 Ponce De Leon Boulevard 1360 South Suite 400 Coral Gables, Florida 33134
Elizabeth A. Ganzi	143 Via D'Este Suite 792 Delray Beach, Florida 33445
Ryan L. Miller	143 Via D'Este Suite 792 Delray Beach, Florida 33445

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for IBJ, Inc. at the place designated in these Amended and Restated Articles of Incorporation, Pedro G. Menocal agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 1, 2004

  
\_\_\_\_\_  
Pedro G. Menocal, Esq.

3. The foregoing Amended and Restated Articles of Incorporation were adopted by all of the shareholders of the Company, on December 1, 2004, by unanimous written consent of such shareholders entitled to vote.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 1,000 shares of the Company's 1,500 shares of authorized common stock, par value \$.001 per share, have been issued and all of such issued and outstanding shares voted for the adoption of these Amended and Restated Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 1st day of December, 2004.

IBJ, Inc.

By: 

Pedro G. Menocal, Secretary and Director