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BASIC AMENDMENT

TCG REALTY SERVICES, INC.

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AMENDED AND RESTATED ARTICLES OF TCG REALTY SERVICES, INC.

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned Florida for profit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - Name

The name of the corporation is **TCG REALTY SERVICES, INC.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value $0.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Registered Agents of Florida, LLC
100 Southeast Second Street, Suite 2900
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

2121 Ponce de Leon Blvd., PH
Coral Gables, Florida 33134

ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

Leon J. Wolfe
2121 Ponce de Leon Blvd., PH
Coral Gables, Florida 33134

ARTICLE VII - Initial Directors

The following persons shall constitute the initial Board of Directors of the Corporation, and they shall hold office in accordance with the Corporation's Bylaws:

Stuart I. Meyers
Jorge Lopez
Leon J. Wolfe
Mara S Mades

ARTICLE VIII - Initial Officers

The following persons shall be the initial Officers of the Corporation, and they shall hold office until their successors are designated by the Board of Directors:

Stuart I. Meyers	Chairman
Jorge Lopez	Vice Chairman
Bruce Adams	President and Treasurer
Mara S. Mades	Vice President and Secretary

ARTICLE IX - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE X - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XII - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XIII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 8th day of July, 2005.

By: ______________________
Leon J. Wolfe, Incorporator

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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 **TCG REALTY SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 100 Southeast Second Street, Suite 2900, Miami, Florida 33131, has named REGISTERED AGENTS OF FLORIDA, LLC as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **TCG REALTY SERVICES, INC.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: July 8th, 2005.

REGISTERED AGENTS OF FLORIDA, LLC

By: ______________________
Name: Howard J. Vogel
Title: Vice President