

FROM: H K 11P

FAK NO. 0 4074256500

12-31-07 01:30P P.06

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Florida Department of State
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ROY'S CLUB, INC.

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROY'S CLUB, INC.**

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TALLAHASSEE, FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of Roy's Club, Inc., a Florida corporation, are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be:

Roy's Club, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 814 AIA North, Suite 300, Ponte Vedra Beach, Florida 32082.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares which the corporation has the authority to issue is one hundred thousand (100,000) shares with a par value of \$0.01 each. One thousand (1,000) shares are designated as Class A Voting Common Stock ("Class A Voting"), and ninety-nine thousand (99,000) shares are designated as Class B Non-Voting Common Stock ("Class B Common"). Except as otherwise provided below in this Article IV or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

(a) Voting Rights. Except as otherwise provided in this Article IV or as otherwise required by applicable law, (i) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the stockholders of the corporation, and (ii) holders of Class B Common shall have no right to vote on any matter to be voted on by the stockholders of the corporation.

(b) Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the corporation, the holders of Class A Common and the holders of Class B Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that if dividends are declared which are payable in shares of Class A Common or Class B Common, then dividends shall be declared which are payable at the same rate on each such

class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common and dividends payable in shares of Class B Common shall be payable to holders of Class B Common.

(c) Liquidation. The holders of Class A Common and Class B Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of common stock in any liquidation, dissolution or winding up of the corporation.

(d) Stock Splits. If the corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

(e) Consideration. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. BYLAWS

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

ARTICLE VI. 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. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE VII. EFFECTIVE DATE

The effective date of the Amended and Restated Articles of Incorporation shall be December 31, 2007.

FROM: H K LLP

FAX NO.: 4074258500

12-31-07 01:51P P.09

The board of directors of the corporation recommended by unanimous written consent dated December 31, 2007 that the shareholders adopt the foregoing Amended and Restated Articles of Incorporation, and the shareholders approved the foregoing Amended and Restated Articles of Incorporation by unanimous written consent of the shareholders of the corporation dated December 31, 2007.

ROY'S CLUB, INC.

By: 

Kenneth L. Underwood, President

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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROY'S CLUB, INC.**

The undersigned, Kenneth L. Underwood, President of Roy's Club, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's articles of incorporation as attached hereto requires shareholder approval.

2. The board of directors of the Corporation recommended by unanimous written consent dated December 31, 2007, that the shareholders of the Corporation approve, and the shareholders approved by unanimous written consent dated December 31, 2007, the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the number of votes cast for the amendment by the shareholders being sufficient for such approval.

3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

ROY'S CLUB, INC.

By: 

Kenneth L. Underwood, President