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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

SARASOTA CONDOMINIUM CONVERSION, INC.

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Amended & Restated  
W/NAME CHANGE

07/01/05

Dr

Marla R. Mayster  
1801 North Military Trail  
Suite 200  
Boca Raton, Florida 33431  
Telephone: 561.394.0500  
Facsimile: 561.394.3862



*A Registered Limited Liability Partnership Including Professional Associations*

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**Today's Date:** Friday, July 01, 2005 10:52:28 AM

**Comments:**

Please file the attached Amended and Restated Articles of Incorporation of Sarasota Condominium Conversion, Inc. Thank you.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SARASOTA CONDOMINIUM CONVERSION, INC.

In accordance with Sections 607.1005, 607.1006 and 607.1007, Florida Statutes, the undersigned Incorporator of SARASOTA CONDOMINIUM CONVERSION, INC., a Florida corporation (the "Corporation"), hereby amends and restates the Articles of Incorporation of the Corporation filed on May 25, 2005 to read in its entirety as follows (the Corporation has not issued shares and no shareholder action is required):

ARTICLE 1

NEW CORPORATE NAME

The name of this Corporation is BERMUDA ESTATES, INC.

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

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## ARTICLE 4

PURPOSES AND POWERS

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

## ARTICLE 5

SHARES

The total number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock of which 5,000 shall be voting common stock with a par value of \$0.01 per share ("Voting Common") and 5,000 shall be non-voting common stock with a par value of \$0.01 per share ("Non-Voting Common").

The powers, preferences, rights, qualifications, limitations or restrictions of the Voting Common and Non-Voting Common shares are as follows:

(A) Generally. Except as herein otherwise expressly provided, all Voting Common and Non-Voting Common shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

(B) Voting Rights. Except as otherwise provided by law:

(i) The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder(s) of the Voting Common shares, and the

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holders of Non-Voting Common shares shall not be entitled to vote at any meeting of shareholders or otherwise to receive notice of any meeting of shareholders. Each Voting Common share of the Corporation shall be entitled to one (1) vote.

(ii) The Non-Voting Common shares shall not be included in determining the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the Corporation.

C. Liquidation and Distribution. In accordance with Internal Revenue Code Section 1361(b)(1)(D), liquidation and distribution rights of all shareholders shall be identical.

#### ARTICLE 6

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG CORP.

#### ARTICLE 7

##### INCORPORATOR

The name and address of the Incorporator is Mitchell Kirschner, c/o Hodgson Russ, LLP, 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

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The undersigned has executed these Amended and Restated Articles of Incorporation this

2 day of June, 2005.



\_\_\_\_\_  
Mitchell Kirschner, Incorporator

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