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From:
Account Name : CORPORATION SERVICE COMPANY
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BASIC AMENDMENT

WINDSOR FINANCIAL GROUP, INC.

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Restated
ARTS

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**RESTATED
ARTICLES OF INCORPORATION
OF
WINDSOR FINANCIAL GROUP, INC.**

In accordance with Section 607.1007, Florida Statutes, the following are the Company's
Restated Articles of Incorporation:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Windsor Financial Group, Inc. Its principal office address
and business mailing address is 200 South Biscayne Boulevard, Suite 3550, Miami, Florida 33131.

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 10,000 shares of common stock, having a par value of \$.01 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 Robert B. Macaulay, 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.

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ARTICLE VI-BOARD OF DIRECTORS

The Board of Directors shall consist of one member. 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 nine. The name and address of the director constituting the Board of Directors is:

<u>Name</u>	<u>Address</u>
Cesar Mazzotta	200 South Biscayne Boulevard Suite 3550 Miami, Florida 33131

ARTICLE VII - OFFICERS

The names and addresses of the Company's officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Cesar Mazzotta	President	200 South Biscayne Boulevard Suite 3550 Miami, Florida 33131
Luisa Binder	Secretary	200 South Biscayne Boulevard Suite 3550 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing the original Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2525 Ponce De Leon Boulevard Suite 400 Coral Gables, Florida 33134

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The foregoing Restatement of the Articles of Incorporation has been duly approved and adopted by the Board of Directors of the Corporation as of July 8, 2005 and does not require shareholder approval pursuant to Florida law. This Restatement supersedes the Corporation's original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation as of the 8th day of July, 2005.


Cesar Mazzotta, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Windsor Financial Group, Inc., at the place designated in the Restated Articles of Incorporation, Robert B. Macaulay 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: July 8, 2005


Robert B. Macaulay

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