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*Amended &  
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Articles*

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DIVISION OF REVENUE

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Worthington Place Associates, Inc.

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
✓ \_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
✓ \_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
WORTHING PLACE ASSOCIATES, INC.**

**A Florida Corporation**

The Articles of Incorporation for Worthing Place Associates, Inc. (the "Corporation") were originally filed on January 3, 2006, effective December 29, 2005, with the Florida Department of State and assigned document number P06000000682. The sole Incorporator of the Corporation desires to amend and restate the Articles of Incorporation of the Corporation to read in their entirety as follows:

FILED  
06 JAN -9 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
WORTHING PLACE ASSOCIATES, INC.  
(Filed in accordance with 608.411, F.S.)**

**ARTICLE I**

**NAME**

The name of the corporation is Worthing Place Associates, Inc. (the "Corporation").

**ARTICLE II**

**MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Corporation is 900 E. Atlantic Avenue, Suite 13, Delray Beach, Florida 33483.

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The name and street address of the Corporation's initial registered agent in Florida is Jonathan J. Lichtman, P.A., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

**ARTICLE IV**

**DURATION**

The period of duration for the Corporation is perpetual, beginning on the date these Amended and Restated Articles of Incorporation are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Shareholders.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$.01 par value Common Stock.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**


The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the Sole Director of the Corporation is William E. Morris, 900 East Atlantic Avenue, Suite 13, Delray Beach, FL 33483.

**ARTICLE VII**

**ADOPTION BY INCORPORATOR**

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the sole Incorporator prior to the issuance of stock.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5<sup>th</sup> day of January, 2006.

  
BERT R. OLIVER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Worthing Place Associates, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

JONATHAN J. LICHTMAN, P.A.,  
Initial Registered Agent

Dated: JANUARY 5, 2006

By: 

Jonathan J. Lichtman, President