

P0600000000682

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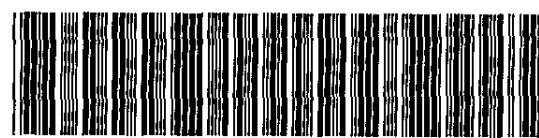
(Business Entity Name)

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*Amended &
Restated*

05/08/06--01042--008 **43.75

FILED
MAY -8 11:55
TALLAHASSEE, FLORIDA

06 MAY -8 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/08/06

CAPITAL CONNECTION, INC.

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

Worthing Place Associates, Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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

Courier

**THIRD 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 and were amended and restated as of January 9, 2006 and April 20, 2006. The sole Incorporator of the Corporation desires to file the Second Amended and Restated Articles of Incorporation of the Corporation to read in their entirety as follows:

**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 1,000,000 shares of \$.01 par value Common Stock. The number of shares of authorized Common Stock may not be increased except pursuant to the vote of shareholders as set forth in the Shareholders Agreement of the Corporation dated February 1, 2006.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

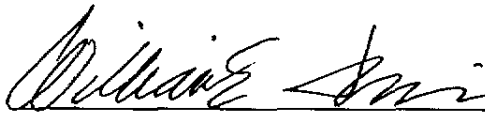
The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the Sole Director of the Corporation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

ARTICLE VII

ADOPTION BY SHAREHOLDERS

These Amended and Restated Articles of Incorporation of the Corporation were adopted by an affirmative vote of the Corporation's Shareholders owning a sufficient number of shares for such approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28th day of April, 2006.



WILLIAM E. MORRIS, JR., President