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**FOR AMND/RESTATE/CORRECT OR O/D RESIGN**

**CAPLAN GLOBAL SOLUTIONS, INC.**

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Amendments

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CAPLAN GLOBAL SOLUTIONS, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation hereby amends and restates its Articles of Incorporation. The Amended and Restated Articles of Incorporation were adopted by the board of directors and does not contain any amendment requiring shareholder approval.

**ARTICLE I.**

**NAME**

The Name of the Corporation is CAPLAN GLOBAL SOLUTIONS, INC.

**ARTICLE II.**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.**

**GENERAL NATURE OF BUSINESS**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.

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2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

#### ARTICLE IV.

##### AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with \$1.00 par value.

#### ARTICLE V.

##### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 4000 Ponce de Leon Blvd., Ste. 470, Coral Gables, FL 33146.

#### ARTICLE VI.

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

#### ARTICLE VII.

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
REBECA HERNANDEZ	4000 Ponce de Leon Blvd. Ste. 470 Coral Gables, FL 33146

#### ARTICLE VIII.

#### INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

#### ARTICLE IX.

#### INDEMNIFICATION


The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE X.

#### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 21<sup>st</sup> day of April, 2006.

  
Stewart A. Merkin, Esq.  
Incorporator

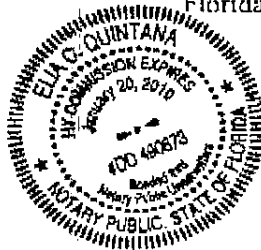
STATE OF FLORIDA)  
COUNTY OF MIAMI- DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 21<sup>st</sup> day of March, 2006.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**CAPLAN GLOBAL SOLUTIONS, INC.**

2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.  
444 Brickell Avenue, Suite 300  
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Stewart A. Merkin, Esq.

DATE:

March 21, 2006

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