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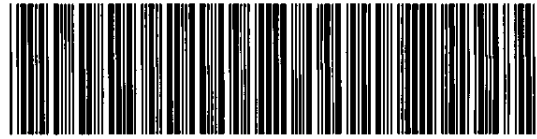
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Amended & Restated

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Articles

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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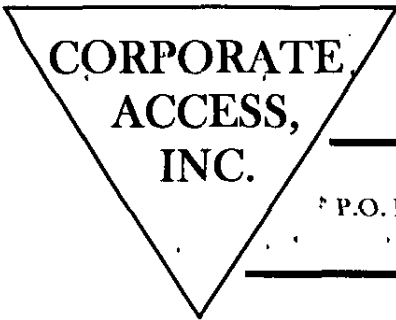
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1. Decoplage Realty, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION.

OF

DECOPLAGE REALTY, INC.

FILED

2007 NOV 28 PM 3: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DECOPLAGE REALTY, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is **DECOPLAGE REALTY, INC.** The date of the filing of the Corporation's original Articles of Incorporation with the Secretary of State of the State of Florida was February 8, 2007 (as heretofore amended, the "Original Articles of Incorporation").

2. This Amended and Restated Articles of Incorporation ("Articles of Incorporation" or these "Articles") amends, restates and integrates the provisions of the Original Articles of Incorporation and (i) was duly adopted by the Board of Directors of the Corporation (the "Board") in accordance with the provisions of Sections 607.0120, 607.0202, 607.0821(1) and 607.1007(1) of the Florida Business Corporation Act (the "FBCA"), (ii) was declared by the Board to be advisable and in the best interests of the Corporation and was directed by the Board to be submitted to and be considered by the shareholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such shareholders in accordance with Section 607.0704 of the FBCA, and (iii) was duly adopted by a Corporation shareholder consent in lieu of a meeting of the shareholders, with holders of a majority of the outstanding shares of the Corporation's capital stock entitled to vote thereon, and a majority of the outstanding capital stock of each class entitled to vote thereon, consenting to the adoption of these Articles in writing in accordance with the provisions of Sections 607.0704, 607.1003 and 607.1006 of the FBCA and the terms of the Original Articles of Incorporation. These amended and restated articles were adopted on November 27, 2007.

3. The text of the Original Articles of Incorporation is hereby amended and restated in its entirety in these Articles to provide as follows:

ARTICLE I
NAME

The name of the corporation is **DECOPLAGE REALTY, INC.** The principal address of the Corporation is 100 Lincoln Road, Miami Beach, Florida 33139 in the county of Miami-Dade. The mailing address of the Corporation is 100 Lincoln Road, Miami Beach, Florida 33139 in the county of Miami-Dade.

ARTICLE II
REGISTERED OFFICE

The name of the registered agent of the Corporation is Michael Gomez, Esq. The address of the registered office of the Corporation is 1930 Tyler Street, Hollywood, Florida 33020 in the county of Broward.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of operating a real estate agency properly licensed by the Florida Association of Realtors, within the Florida Department of Business and Professional Regulation, that provides exclusive service to condominium unit owners of The Decoplage Condominium Association, Inc. (the "Association"), a Florida condominium association organized pursuant to Chapter 718 of the Florida Statutes (the "Act"). The Corporation is not organized for the purpose of providing services to third parties whom are not members of the Association.

The Corporation shall operate for the purpose of assisting members of the Association with the purchase, sale, lease or assignment of real property owned or to be acquired by members of the Association. The Corporation exists solely to provide real estate agent related services to members of the Association in accordance with provisions of these Articles and the Bylaws of the Corporation (the "Bylaws"). All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of Association members in accordance with the provisions of the Association's Declaration of Condominium (the "Declaration"). The powers of the Corporation shall be subject to and shall be exercised in accordance with provisions of the Bylaws and rights of the Association in as stated in the Declaration.

ARTICLE IV
CAPITAL SECURITIES

Designated Capital Stock: The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100) shares, par value \$0.001 per share, consisting of one class of capital stock designated as follows: One Hundred (100) shares of Common Stock ("Common Stock"). Except as otherwise restricted by these Articles, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class (and series) of capital stock of the

Corporation are as hereafter provided in this Article IV. No preemptive rights are granted to shareholders.

Common Stock Rights: Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

Voting: Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings) as specified in the Bylaws. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the combined number of the Corporation's issued and outstanding Common Stock.

Dividends: Dividends may be declared and paid on the Common Stock from funds lawfully available as and when determined by the Board.

Liquidation: Upon the occurrence of a liquidation event, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders.

Meetings: The Bylaws shall provide for an annual meeting of shareholders, and may make provision for regular and special meetings of shareholders other than the annual meeting.

Officers: The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the directors, and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The following persons are elected as new officers of the Corporation as listed below set forth opposite his or her respective name:

Frances Rodriguez	President
Raquel Levy	Vice President
Lisette Morales	Secretary
Brian Wilson	Treasurer

Directors: The property, business and affairs of the Corporation shall be managed by the Board consisting of no more than seven (7) directors. All of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board, its shareholders its agents, contractors or employees. Directors of the Corporation shall be elected at the annual meeting of the directors in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. The following persons are elected as new directors of the Corporation as listed below set forth opposite his or her respective name:

Frances Rodriguez	Director
Raquel Levy	Director

Brian Wilson
Lisette Morales

Director
Director

ARTICLE V
PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI
INDEMNIFICATION

To the fullest extent permitted by the FBCA, no Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for the unlawful payment of dividends to shareholders, or (iv) for any transaction from which the Director derived an improper personal benefit. If the FBCA is amended after the effective date of these Articles to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the FBCA, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the shareholders of the Corporation or (ii) amendment to the FBCA shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VI at the time of such repeal or amendment.

ARTICLE VII
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in these Articles from time to time and at any time in the manner now or hereafter prescribed in these Articles and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE VIII
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of the Corporation. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.


ARTICLE IX
COMPROMISES OR ARRANGEMENTS WITH CREDITORS AND SHAREHOLDERS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholder of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of the Corporation, as the case may be, and also on the Corporation.

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I, **Sherry Roberts**, the President and the sole Director of the Corporation, for the purpose of amending and restating the Corporation's Original Articles of Incorporation in these Articles pursuant to the Florida Business Corporation Act of the State of Florida, do make this declaration, hereby certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 27th day of November, 2007.

DECOPLAGE REALTY, INC.

By: 
Name: **Sherry Roberts**
Title: President, Director