

Division of Corporations

Page 1 of 1

PD7000030146

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000071457 3)))



H070000714573A5C7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : Berman Rennert Vogel & Mandler, PA
Account Number : 076103002011
Phone : (305) 577-4177
Fax Number : (305) 373-6036

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

07 MAR 19 AM 8:59

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

KB CLUB GP, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 01 |
| Estimated Charge | \$52.50 |

RECEIVED
 07 MAR 19 AM 8:00
 DIVISION OF CORPORATIONS

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

C. Coulllette MAR 20 2007

FAX AUDIT NO. H07000071457 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KB CLUB GP, INC.**

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned Florida for profit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the corporation is **KB CLUB GP, INC.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Milagros A. Sanchez
1300 Brickell Avenue
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

1300 Brickell Avenue
Miami, Florida 33131

FILED
07 MAR 19 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H07000071457 3

FAX AUDIT NO. H07000071457 3

ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

Jose A. Rodriguez
100 S.E. 2nd Street, Suite 2900
Miami, Florida 33131

ARTICLE VII - Directors

The name and address of the Director of the Corporation is as follows:

Edgardo Defortuna
1300 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII - Officers

The name and address and titles of the Officer(s) of the Corporation are as follows:

| | |
|-------------------|----------------------|
| President: | 1300 Brickell Avenue |
| Edgardo Defortuna | Miami, Florida 33131 |

ARTICLE IX - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE X - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE XI - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XII - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

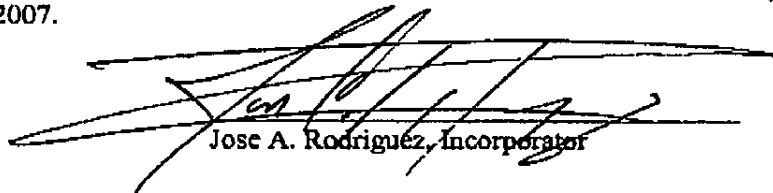
FAX AUDIT NO. H07000071457 3

FAX AUDIT NO. H07000071457 3

ARTICLE XIII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

19th The undersigned has executed these Amended and Restated Articles of Incorporation this day of March, 2007.


Jose A. Rodriguez, Incorporator

FAX AUDIT NO. H07000071457 3

FAX AUDIT NO. H07000071457 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

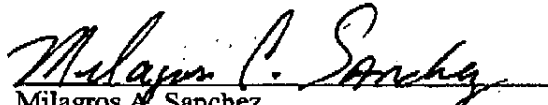
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **KB CLUB GP, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1300 Brickell Avenue, Miami, Florida 33131, has named Milagros A. Sanchez as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **KB CLUB GP, INC.**, at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: March 19th 2007.


Milagros A. Sanchez
by Jose A. Rodriguez, as attorney-in-fact

FAX AUDIT NO. H07000071457 3