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COR AMND/RESTATE/CORRECT OR O/D RESIGN

PLINER HOLDINGS, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PLINER HOLDINGS, INC.  
INCLUDING CHANGE OF NAME TO  
DONALD J PLINER, INC.  
(Charter No. 207000135626)

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SECRETARY OF STATE

The undersigned, being the Incorporator of PLINER HOLDINGS, INC., a Florida corporation (the "Corporation"), for purposes of amending and restating, in their entirety, the Articles of Incorporation of the Corporation, pursuant to Florida Statutes §607.1007 state:

1. The name of the Corporation is DONALD J PLINER, INC.
2. The Articles of Incorporation of the Corporation are hereby amended and replaced, in their entirety as follows:

FIRST: The name of the corporation is DONALD J PLINER, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, without limitation, construction, construction management, related services to business organizations under its own name or that of a franchisee and general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business. To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange,

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lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity. To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

**FOURTH:** The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000, all of which are of no par value and each and are of the same class and are to be common shares.

**FIFTH:** Every shareholder of the Corporation shall have the right to acquire, any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

**SIXTH:** The name and address of the registered agent of the Corporation in the State of Florida is:

<u>NAME</u>	<u>ADDRESS</u>
Jay Koenigsberg	1200 Brickell Avenue, Suite 1900 Miami, Florida 33131

**SEVENTH:** The address of the principal office is of the Corporation is:

10800 NW 97<sup>th</sup> Street  
Suite 103  
Miami, Florida 33178

**EIGHTH:** The number of directors constituting the initial Board of Directors of the Corporation is 1 which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

NAME

Donald J. Pilner

ADDRESS

10800 NW 97<sup>th</sup> Street

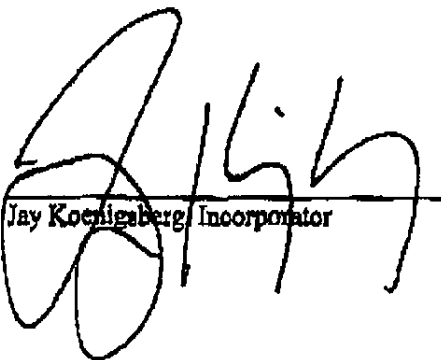
Suite 103

Miami, Florida 33178

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. Certification: In accordance with Florida Statutes Sections 607.1007(4)(a) and 607.1006(5), the aforesaid Amended and Restated Articles of Incorporation was adopted on effective on March 24, 2009, by the Incorporator without shareholder action, as shareholder action was not required.

Executed on March 25, 2009.

  
Jay Kochisberg, Incorporator

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for Donald J Plmer, Inc.

  
Jay Kussnig

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