

P12000050748

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12 JUN 25 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avstart

JUN 26 2012

T. LEWIS

MDO PARTNERS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

Via Federal Express

June 21, 2012

Florida Department of State
Division of Corporations
2661 Executive Center Drive
The Clifton Building
Tallahassee, FL 32301

Re: SOUTHPOINT CONCESSIONS CORP.
Document No. P12000050748

Dear Sir or Madam:

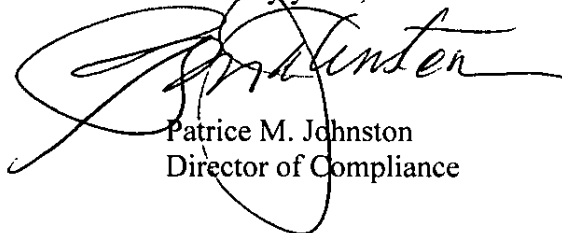
Thank you for your letter dated June 14, 2012 regarding amendment and restatement of the articles of incorporation to the captioned entity.

We have added Article VII to address the issue of adoption of the amendments and are returning counterpart originals for filing and for use in providing us with a certified copy of the document once it is filed.

Should you have any questions or if anything further is required, please contact me by telephone at (305) 704-8452 or by email at pjohnston@mdopartners.com.

Thank you again for your assistance in this matter.

Sincerely yours,



Patrice M. Johnston
Director of Compliance

/Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2012

PATRICE M. JOHNSTON
MDO PARTNERS
175 SW 7TH STREET, SUITE 1900
MIAMI, FL 33130

SUBJECT: SOUTHPOINT CONCESSIONS CORP.
Ref. Number: P12000050748

We have received your document for SOUTHPOINT CONCESSIONS CORP. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 912A00016711

RECEIVED
2012 JUN 25 AM 9:31
TO SECRETARY OF STATE
SECRETARY OF FLORIDA

MDO | PARTNERS

LAW COMPLIANCE ETHICS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

Via Federal Express

June 11, 2012

Florida Department of State
Division of Corporations
2661 Executive Center Drive
The Clifton Building
Tallahassee, FL 32301

Re: SOUTHPOINT CONCESSIONS CORP.

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of SOUTHPOINT CONCESSIONS CORP., a Florida for-profit corporation.

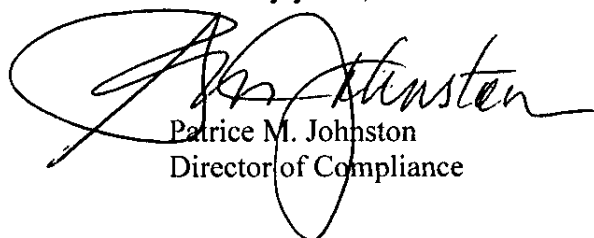
Also enclosed are a duplicate original of the signed Articles of Incorporation and a check payable to the Florida Department of State in the amount of \$43.75 to cover the filing fee and the cost of a certified copy of the Amended and Restated Articles of Incorporation as filed.

Please forward the certified copy of the Amended and Restated Articles of Incorporation directly to me.

Should you have any questions or if anything further is required, please contact me by telephone at (305) 704-8452 or by email at pjohnston@mdopartners.com.

We very much appreciate your assistance in this matter.

Sincerely yours,



Patrice M. Johnston
Director of Compliance

/Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHPOINT CONCESSIONS CORP.**

FILED
12 JUN 25 AM 10:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a Florida profit corporation in compliance with Chapter 607 and Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is SOUTHPOINT CONCESSIONS CORP.

**ARTICLE II
ADDRESS**

The principal place of business of the Corporation is:

175 SW 7th Street, Suite 1900
Miami, Florida 33130

The mailing address of the Corporation is:

175 SW 7th Street, Suite 1900
Miami, Florida 33130

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapters 607 and 621, Florida Statutes.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Corporation's duration shall commence with the filing of these Articles of Incorporation with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the By-Laws of the Corporation then in effect, or (ii) by the written agreement of (a) the sole stockholder or (b) the holder(s) of a majority of the ownership interest in the Corporation.

**ARTICLE V
AUTHORIZED SHARES**

The number of shares of stock authorized for issuance by the Corporation is 1,000 with a par value of \$.01 per share.

**ARTICLE V
REGISTERED AGENT**

The name and Florida street address of the Registered Agent for the Corporation is:

MDO Corporate Services LLC
175 SW 7th Street
Suite 1900
Miami, Florida 33130

**ARTICLE VI
BOARD OF DIRECTORS**

The name and street addresses of the sole member of the Board of Directors of the Corporation is:

Mariely Alvarez
175 SW 7th Street, Suite 1900
Miami, Florida 33130

**ARTICLE VI
INCORPORATOR**


The name and street address of the sole Incorporator of the Corporation is:

Richard Montes de Oca
175 SW 7th Street
Suite 1900
Miami, Florida 33130

**ARTICLE VII
ADOPTION OF AMENDMENTS**

The Amended and Restated Articles of Incorporation of the Corporation were adopted by the sole shareholder on June 5, 2012. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 5th day of June, 2012.



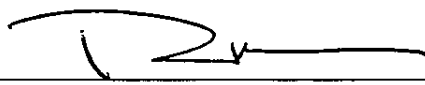
Mariely Alvarez, Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as Registered Agent for SOUTHPOINT CONCESSIONS CORP., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapters 607 and 621, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position this 5th day of June, 2012.

MDO CORPORATE SERVICES LLC, a
Florida limited liability company

By: _____


Richard Montes de Oca
Manager