

# Florida Department of State

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# COR AMND/RESTATE/CORRECT OR O/D RESIGN MGB BISCAYNE BLVD., CORP.

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# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MGB BISCAYNE BLVD., CORP.

Pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of MGB BISCAYNE BLVD., CORP., a corporation duly organized and existing under the laws of the State of Florida as filed on June 15, 2015 and assigned document number P15000051768, and confirms that such Amended and Restated Articles of Incorporation was duly adopted by written consent of the incorporator on June 19, 2015, without shareholder action and shareholder action was not required. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

#### ARTICLE I. NAME

The name of the Corporation is MGB BISCAYNE BLVD., CORP. (the "Corporation").

#### ARTICLE II, ADDRESS

The principal address of the Corporation is:

4700 Biscayne Boulevard Miami, Florida 33137

The mailing address of the Corporation is:

690 Lincoln Road, Suite 202 Miami Beach, Florida 33139

# ARTICLE III. TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved in accordance with the laws of the State of Florida.

## ARTICLE IV. PURPOSE

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLES V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

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#### ARTICLES VI. DIRECTOR

The name and address of the Director of the Corporation are:

Jim Perkins c/o Worldwide Management LLC 11380 Prosperity Farms Rd, #221E Palm Beach Gardens, Florida 33410

## ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410 as the street address of the registered office of the Corporation and names Corporate Creations Network Inc. as the Corporation's registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the sole shareholder and board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the sole shareholder if the shareholder specifically provides that the bylaw is not subject to amendment or repeal by any director.

## ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholder are subject to this reservation.

#### ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, any representative, officer, director, employee or agent of the Corporation, or any former representative, officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a representative, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on this 19th day of June, 2015.

Vivian de las Cuevas-Diaz,

Sole Incorporator

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## CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

Having been named on the registered office and registered agent to accept service of process for MGB BISCAYNE BLVD., CORP., the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 22nd day of June, 2015.

Registered Agent / Registered Office: Corporate Creations Network Inc. 11380 Prosperity Farms Road, #221E Palm Beach/Oardens, FL 33410

By: \_\_\_\_\_\_ Name: Jim Perkins

Title: Vice President

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