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Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

PALM BEACH CONCIERGE, INC.

Certificate of Status	0
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*Amended & Restated
Art.*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH CONCIERGE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Palm Beach Concierge, Inc. were filed with the Florida Department of State on February 22, 1996 under File No.P96000017076. The Board of Directors and the holder of one hundred percent (100%) of the issued and outstanding shares of stock of this Corporation, by written action dated October 9, 1998, unanimously voted to amend and restate the Articles of Incorporation as follows:

ARTICLE I

Name

The name of the corporation is PALM BEACH CONCIERGE, INC., and its principal business address 5700 Lake Worth Road, Suite 311-5, Lake Worth, FL 33463.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

THIS DOCUMENT WAS PREPARED BY

Richard G. Cherry, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Boulevard
Suite 600
West Palm Beach, Florida 33401
(561) 471-7767
(561) 471-7974 (Facsimile)
Florida Bar No.: 303860

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ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares of Ten cents (\$.10) par value common stock.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this corporation is 5700 Lake Worth Road, Suite 311-5, Lake Worth, FL 33463 and the name of the registered agent of this corporation at the address is Andrew G. Morris.

ARTICLE VII

Directors

The name and address of the director of this corporation are:

Andrew G. Morris	5700 Lake Worth Road
	Suite 311-5
	Lake Worth, Florida 33463

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons

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whom it shall have power to indemnify under said provision 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 his official capacity and 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.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 9th day of October, 1998.


Andrew G. Morris, President

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Andrew G. Morris

DATE

10/9/98

ARTICLES OF INCORPORATION
PALM BEACH CONCIERGE, INC.

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