

P96000039415

Florida Department of State
Division of Corporations
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.

(((H11000084189 3)))



H110000841893ABC%

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) 617-6330

From:

Account Name : FLORIDA RESEARCH & FILING SERVICES, INC.
Account Number : 120030000083
Phone : (850) 656-6446
Fax Number : (850) 942-6446

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PEBB MANAGEMENT COMPANY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RECEIVED
11 MAR 31 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
11 MAR 31 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.COULLIETTE

Electronic Filing Menu

Corporate Filing Menu

MAR 31 2011

H11000084189

**RESTATED ARTICLES OF INCORPORATION
OF
PEBB MANAGEMENT COMPANY, INC.**

These Restated Articles of Incorporation of Pebb Management Company, Inc. (the "Corporation") contain amendments requiring shareholder approval. These Restated Articles of Incorporation were duly adopted by joint unanimous written consent of the Board of Directors and shareholders of the Corporation on March 31, 2011. The number of votes cast by the shareholders for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

**Article I
Name**

The name of the Corporation is Pebb Management Company, Inc.

**Article II
Duration**

The Corporation shall have perpetual existence.

**Article III
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of the Corporation shall be: 6400 North Andrews Avenue, Suite 500, Fort Lauderdale, Florida 33309.

**Article V
Capital Stock**

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000 shares) of common stock, no par value.

**Article VI
Registered Office And Agent**

The street address of the registered office of the Corporation is 6400 North Andrews Avenue, Suite 500, Fort Lauderdale, Florida 33309 and the registered agent of the Corporation at that address is Jeffrey M. Rosenberg.

H11000084189

FILED
11 MAR 31 PM 2:00
STATE OF FLORIDA
TALLAHASSEE

H11000084189

Article VII
Board of Directors

The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the directors of the Corporation are:

Bruce Weiner
6400 North Andrews Avenue
Suite 500
Fort Lauderdale, Florida 33309

Jeffrey Rosenberg
6400 North Andrews Avenue
Suite 500
Fort Lauderdale, Florida 33309

Article VIII
Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided 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. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

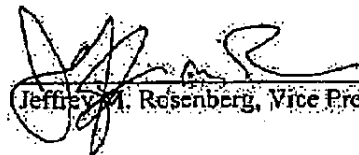
H11000084189

H11000084189

Article X
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 provision adopted by the 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 Restated Articles of Incorporation this 31st day of March, 2011.


Jeffrey M. Rosenberg, Vice President

H11000084189