

P.97000062227 Page 1 of 1

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BASIC AMENDMENT  
ROYAL PALM GULF COAST, INC.

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Amended  
&  
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12/30/2005

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**ROYAL PALM GULF COAST, INC.  
AMENDED & RESTATED ARTICLES OF INCORPORATION**

The undersigned Incorporator hereby submits these Amended & Restated Articles of Incorporation (these "Articles") to the Florida Department of State, Division of Corporations, pursuant to Sections 607.0202 and 607.0203, FLA. STAT. (2005), for the purpose of re-forming a Florida corporation pursuant to the Florida Business Corporation Act (the "Corporation").

**Article I  
NAME**

The name of the Corporation shall be "Royal Palm Gulf Coast, Inc."

**Article II  
PRINCIPAL PLACE OF BUSINESS**

The Corporation's principal place of business and mailing address shall be located at 1499 West Palmetto Park Road, Suite 200, Boca Raton, Florida 33486-3321. The Corporation may change its principal place of business or mailing address, from time to time, by filing notice of its new principal place of business or new mailing address with the Florida Department of State, Division of Corporations.

**Article III  
REGISTERED OFFICE & REGISTERED AGENT**

The Corporation's registered office shall be located at 1499 West Palmetto Park Road, Suite 200, Boca Raton, Florida 33486-3321, and the name of its registered agent at such address shall be Kurt A. Raulin. The Corporation may change its registered office and registered agent, from time to time, by filing notice of the address of the new registered office and the name of the new registered agent with the Florida Department of State, Division of Corporations.

**Article IV  
POWERS OF CORPORATION**

The Corporation shall have all of the common-law and statutory powers of a business corporation organized under the laws of the State of Florida, including, but not limited to, those powers set forth in Section 607.0302, FLA. STAT. (2005).

*Royal Palm Gulf Coast, Inc.  
Amended & Restated Articles of Incorporation*

FAX AUDIT NUMBER: H 05000294934 3

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**Article V  
ORGANIZATION OF CORPORATION**

The Corporation shall be organized pursuant to written Bylaws that shall enumerate the powers and duties of the Directors and Officers, the rights and obligations of the Shareholders, and the fundamental procedures for the conduct of the business and affairs of the Corporation.

**Article VI  
STOCK OF CORPORATION**

The Corporation is hereby authorized to issue up to twenty thousand (20,000) shares of a single class of common stock, which shares shall be evidenced by one or more certificates issued to each Shareholder. No other classes of stock may be authorized, and any previous authorization of any other class of stock, common or preferred, has been repealed by a duly adopted Resolution of the Directors dated December 31, 2004. No one may transfer or assign any interest in any share of the Corporation without the express written consent of the Board of Directors of the Corporation, which consent may be withheld in the absolute discretion of the Directors.

**Article VII  
AUTHORITY OF BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be governed by a Board of Directors consisting of no fewer than three (3) and no more than five (5) persons, appointed or elected in accordance with the procedures set forth in the Bylaws (collectively, the "Directors"). The number of Directors may be changed, from time to time, in accordance with the Bylaws. The initial Directors shall be the following three (3) persons:

Daniel Kodsi  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321

Steven M. Goldfarb  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321

David M. Ternkin  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321

*Royal Palm Gulf Coast, Inc.  
Amended & Restated Articles of Incorporation*

FAX AUDIT NUMBER: H 05000294934 3

FAX AUDIT NUMBER: H 05000294934 3

Each of the three named persons has consented to be a Director. Each Director shall hold office for the term to which he or she is elected or appointed and until such Director's successor has been elected or appointed and qualified in accordance with the procedures set forth in the Bylaws, or until such Director's earlier resignation, removal from office, or death.

#### **Article VIII AUTHORITY OF OFFICERS**

The day-to-day operation of the Corporation shall be vested in four (4) executive officers, namely, the President, the Vice President, the Secretary and the Treasurer, who shall be elected by the Directors of the Corporation in accordance with the Bylaws (collectively, the "Officers"). The Board of Directors, in its sole discretion, may appoint such additional Officers or assistant Officers as the Board deems to be necessary for the efficient operation of the Corporation. The Officers shall have the specific powers and authority to take such actions as may be enumerated in the Bylaws or as may be authorized in writing from time to time by the Directors. Upon receipt of a written request by an interested third party, the Secretary of the Corporation may issue a certificate stating the names of the current Officers of the Corporation as evidence of their authority to conduct the business and affairs of the Corporation and to enter into particular transactions on behalf of the Corporation.

#### **Article IX INDEMNIFICATION OF DIRECTORS & OFFICERS**

To the fullest extent permitted by the law of the State of Florida, the Corporation shall indemnify any Director, former Director, Officer or former Officer against liability arising from any acts or omissions that occurred in the performance of their duties. If the Corporation amends or repeals this Article, the Corporation shall continue to indemnify the identified persons against any liability arising from acts or omissions that occurred prior to such amendment or repeal.

#### **Article X TERM OF EXISTENCE**

The existence of the Corporation commenced at the time of the filing of the original Articles of Incorporation with the Florida Department of State, Division of Corporations, on July 17, 1997, and the Corporation shall continue to have perpetual existence until such time as the Corporation may be dissolved pursuant to the Bylaws and Section 607.1401 or Section 607.1402, FLA. STAT. (2005).

*Royal Palm Gulf Coast, Inc.  
Amended & Restated Articles of Incorporation*

FAX AUDIT NUMBER: H 05000294934 3

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IN WITNESS WHEREOF, the undersigned Incorporator, acting as the authorized representative of the Directors and Shareholders, has executed these Articles and has filed them with the Florida Department of State, Division of Corporations, on this Thirtieth day of December, 2005.

INCORPORATOR:



Daniel K. Kosi  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321

*[Signatures continue on the following page of these Articles.]*

*Royal Palm Gulf Coast, Inc.  
Amended & Restated Articles of Incorporation*

FAX AUDIT NUMBER: H 05000294934 3

FAX AUDIT NUMBER: H 05000294934 3

*[Signatures continued from the preceding page of these Articles.]*

**REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

Having been named as the Corporation's initial registered agent pursuant to Article III of the Articles of Incorporation to accept service of process on behalf of the Corporation at the registered address identified therein and confirmed below, I hereby execute this certificate as evidence of my acceptance of the Corporation's appointment of me as its registered agent pursuant to Sections 607.0501 and 607.0505, FLA. STAT. (2005). I agree to comply with the requirements of all provisions of the Florida Statutes relating to the proper and complete performance of my duties as registered agent, and I acknowledge that I am familiar with and hereby accept the obligations of my position as registered agent as provided in Chapter 607, FLA. STAT. (2005).

**REGISTERED AGENT:**

  
Daniel Kadosi  
1499 West Palmetto Park Road, Suite 200  
Boca Raton, FL 33486-3321

*Royal Palm Gulf Coast, Inc.  
Amended & Restated Articles of Incorporation*

FAX AUDIT NUMBER: H 05000294934 3