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FAX NO.

01

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**CENTRES GREENWELL, INC.**

Certificate of Status	1
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*Amended + Restated Art*  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CENTRES GREENWELL, INC.**

CENTRES GREENWELL, INC., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety the Articles of Incorporation previously filed with the Florida Secretary of State on August 19, 1997, as amended by Articles of Amendment to Articles of Incorporation previously filed with the Florida Secretary of State on May 20, 1998, as follows:

**ARTICLE I - NAME**

The name of this Corporation is CENTRES GREENWELL, INC.

**ARTICLE II - ADDRESS**

The principal office and mailing address of this Corporation is: c/o Centres Inc., 9130 S. Dadeland Blvd., Suite 1528, Miami, Florida, 33156.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of the Corporation is Mr. David K. Charlton, Two Datan Center, Suite 1528, 9130 S. Dadeland Blvd., Miami, Florida, 33156.

**ARTICLE VI - DURATION**

This Corporation shall have perpetual existence.

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**ARTICLE VII - BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be fewer than one. The name and address of the Director is:

NameAddress

David M. Currey

9130 S. Dadeland Blvd., Suite 1528, Miami, FL, 33156

**ARTICLE VIII - BYLAWS**

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. The shareholders of this Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE IX - INDEMNIFICATION**

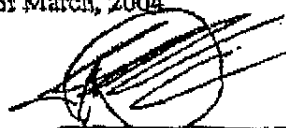
This Corporation shall indemnify any Officer, Director or Incorporator, or any former Officer, Director or Incorporator of this Corporation, to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by the Written Consent of sole director and sole shareholder of the Corporation on March 30, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30 day of March, 2004



David M. Currey, President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 30<sup>th</sup> DAY OF MARCH, 2004.

By: 

David K. Charlton, Registered Agent

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