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ACCOUNT NO. : 072100000032  
REFERENCE : 616363 4352702  
AUTHORIZATION :  
COST LIMIT : \$ Patricia P...

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97 DEC -1 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 1, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 616363-005

CUSTOMER NO: 4352702

700002358597--2

CUSTOMER: Ms. Jennifer Lukas  
Williams Parker Harrison Dietz  
200 South Orange Avenue  
Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: FALLS COMPANY OF LBK NORTH,  
INC.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED  
97 DEC -1 AM 10:53  
DIVISION OF CORPORATION

AM/est/MC  
DEC  
12/1

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

FALLS COMPANY OF LBK NORTH, INC.

FILED  
97 DEC - 1 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Corporation was incorporated on August 21, 1997. Pursuant to Sections 607.0704, 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by written consent pursuant to Section 607.0704 of the directors and shareholders of this Corporation on ~~October~~<sup>November</sup> 26, 1997. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group. The Amended and Restated Articles of Incorporation adopted by the directors and shareholders contain the following amendments and omit items of historical interest only:

Article 1 is amended in its entirety to read as set forth herein.

Article 2 is amended in its entirety to read as set forth herein.

Article 3 is amended in its entirety to read as set forth herein.

Article 4 is amended in its entirety to read as set forth herein.

Article 5 is amended in its entirety to read as set forth herein.

Article 6 is amended in its entirety to read as set forth herein.

Article 7 is amended in its entirety to read as set forth herein.

A new Article 8 is added.

A new Article 9 is added.

Prepared by: G. Ray Driver, Florida Bar No. 0044032  
Williams, Parker, Harrison, Dietz & Getzen  
200 South Orange Avenue, Sarasota, FL 34236  
941/366-4800

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1 **Name**. The name of the corporation is Falls Company of LBK North, Inc. (the "Corporation").

Section 1.2 **Address of Principal Office**. The address of the principal office of the Corporation is 3170 Gulf of Mexico Drive, Longboat Key, Florida 34228.

**ARTICLE 2**

**DURATION**

Section 2.1 **Duration**. This Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSES**

Section 3.1 **Purposes**. This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4**

**CAPITAL**

Section 4.1 **Authorized Capital**. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of voting common stock having a par value of \$0.01 per share. All such shares shall be issued fully paid and nonassessable.

## ARTICLE 5

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this Corporation is 3170 Gulf of Mexico Drive, Longboat Key, Florida 34228, and the name of the initial registered agent of this Corporation at that address is Joseph S. Falls.

## ARTICLE 6

### DIRECTORS

Section 6.1 **Number.** This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but shall never be less than one (1).

## ARTICLE 7

### BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this Corporation shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE 8

### INDEMNIFICATION

Section 8.1 **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE 9**

**AMENDMENT**

Section 9.1 **Amendment.** This Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Corporation this 26 day of ~~October~~, 1997.  
*November*

  
\_\_\_\_\_  
Joseph H. Falls, President

GRD-216472