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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CENTRES T. OAKS GP, INC.

Certificate of Status	1
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Estimated Charge	\$52.50

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Amended + Restated
3/18/04

Fax Audit # (((H04000058087 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRES T. OAKS GP, INC.**

CENTRES T. OAKS GP, 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 28, 1997, effective August 25, 1997, as amended by that certain Articles of Amendment to Articles of Incorporation previously filed with the Florida Secretary of State on August 28, 1998, as follows:

ARTICLE I - NAME

The name of this Corporation is **CENTRES T. OAKS GP, 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 Dairan 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 17, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 17 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 17 DAY OF MARCH, 2004.

By: 
David K. Charlton, Registered Agent