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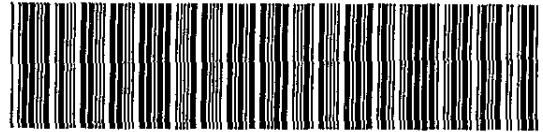
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2004 MAY 14 PM 5:11

Amended & Restated
LPS
5-25-04

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ATTORNEYS AT LAW

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May 11, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed for filing are the originals and two copies each of the following:

1. Brisben Florida, Inc. - Amended and Restated Articles of Incorporation with our check in the amount of \$35.00 representing the filing fees;
2. Brisben Palm Bay, Inc. - Corporation Reinstatement form with Amended and Restated Articles of Incorporation and our check in the amount of \$935.00;
3. Brisben Salem Run, Inc. - Corporation Reinstatement form with Amended and Restated Articles of Incorporation and our check in the amount of \$935.00; and
4. Brisben Santa Fe, Inc. - Corporation Reinstatement form with Amended and Restated Articles of Incorporation and our check in the amount of \$935.00.

Please file and return the date-stamped documents to us in the self-addressed stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to contact me at the number above.

Very truly yours,

Mary Beth Hewitt

Mary Beth Hewitt
Paralegal

MBH/cer/18375

Enclosures

c: Mr. William O. Brisben
Frederick J. Caspar, Esq.
Lisa S. Pierce, Esq.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRISBEN SANTA FE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the corporation hereby amends and restates its Articles of Incorporation as follows:

FIRST: The name of the Corporation is Brisben Santa Fe, Inc.

SECOND: The Corporation's principal place of business and mailing address is 23 North Beach Road, Jupiter Island, FL 33455-2101.

THIRD: The general purpose for which the Corporation is organized shall be to conduct and transact any and all lawful business authorized and not prohibited by The Florida Business Corporation Act, as the same may be, from time to time, amended.

FOURTH: The number of shares which the Corporation is authorized to have outstanding is 7,500, all of which shall be \$1.00 par value and all of which shall be designated as common stock. Of these 7,500 shares, 3,750 shall be designated as Class A stock and 3,750 shall be designated as Class B stock. The shares shall have identical rights and privileges, with the exception that Class A stock shall have voting rights and Class B stock shall have no voting right. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

FIFTH: The Corporation's registered agent and registered office in the State of Florida shall be William O. Brisben, 23 North Beach Road, Jupiter Island, FL 33455-2101.

SIXTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the Corporation, the Corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the Corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the Corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the Corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the Florida statutes or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SEVENTH: No holder of shares of any class of the Corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the Corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

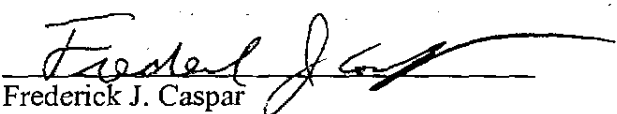
EIGHTH: Notwithstanding any provision of The Florida Business Corporation Act, now or hereafter in force, which requires for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

NINTH: No contract, action or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract, action or transaction, if in any such case any of the following apply: (a) the material facts as to his or their relationship or interest and as to the contract, action or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract, action or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract, action or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation held by persons not interested in the contract, action or transaction; or (c) the contract, action or transaction is fair as to the corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract, action or transaction. As used in this Article NINTH, (i) a director is not an interested director solely because the subject of the contract, action or transaction may involve or affect a change in control of the corporation or his continuation in office as a director of the corporation; and (ii) action shall mean a resolution adopted by the directors or a committee of the directors of the corporation.

TENTH: These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation.

ELEVENTH: These Amended and Restated Articles of Incorporation were approved by the Board of Directors and the shareholders on March 10, 2004. The number of votes cast for these Amended and Restated Articles of Incorporation was sufficient for approval.

Signed this 11 day of May, 2004.


Frederick J. Caspar
Assistant Secretary