

Division of Corporations

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BASIC AMENDMENT

CLUB AMERICA ENTERPRISES, INC.

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*Amended & Restated
Articles*

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DIVISION OF CORPORATIONS

FA#: H00-38994

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLUB AMERICA ENTERPRISES, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is: CLUB AMERICA ENTERPRISES, INC. and its principal office and mailing address is 5999 Biscayne Blvd., Suite 200, Miami, Florida 33137.

ARTICLE II. DURATION

This Corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The Corporation's authorized capital stock and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
50,000,000	\$.0001	Common
25,000,000	\$.0001	Preferred

The Preferred Stock may be issued in series by the Board of Directors of the Corporation from time to time, each series with such dividend rights, voting rights, liquidation, preferences, redemption prices, conversion and exchange rights and other rights and preferences as the Board of Directors may from time to time provide, as authorized by the then applicable laws of the State of Florida.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name of the registered agent and registered office of this Corporation is:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street, 28th Floor
Miami, Florida 33131

John E. Tober, Esq.
Zack Kosnitzky, P.A.
100 S.E. 2 Street, Suite 2800
Miami, Florida 33131-2144
Phone: (305) 539-8400
Florida Bar No. 0656895

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ARTICLE VI. BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time but shall not be less than one (1), the total number to be set by the shareholders of the Corporation.

ARTICLE VII. BYLAWS

The bylaws of the Corporation may be adopted, altered, amended, or repealed a majority of the shareholders of the Corporation.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted or authorized by the bylaws of the Corporation and current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each person (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan).


The foregoing amended and restated articles of incorporation restate, integrate, and amend in accordance with Sections 607.1003 and 607.1007 the provisions of the Corporation's articles of incorporation and there is no discrepancy between those provisions and these amended and restated articles of incorporation.

Dated July 25, 2000.

CERTIFICATE

In accordance with Section 602.1007(4), it is hereby certified that the Board of Directors adopted the amended and restated articles, and the amendments to the articles appearing in the amended and restated articles were duly approved by the shareholders in accordance with the Florida Business Corporation Act.

CLUB AMERICA ENTERPRISES, INC.

By: 
Vic Bubrow, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CLUB AMERICA ENTERPRISES, INC. in the foregoing Amended and Restated Articles of Incorporation, I, on behalf of KTG&S Registered Agent Corporation, a Florida corporation, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as registered agent.

KTG&S Registered Agent CorporationBy: 

John E. Tober, Vice President

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