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FAX NO.

P. 01

Division of Corporations

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P 99000003487

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
SOUTH POINTE DRIVE REALTY, INC.

Certificate of Status	1
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Department of State 11/4/2002 3:58 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 4, 2002

SOUTH POINTE DRIVE REALTY, INC.
111 ALTON ROAD
MIAMI BEACH, FL 33139

SUBJECT: SOUTH POINTE DRIVE REALTY, INC.
REF: P99000003487

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000218435
Letter Number: 102A00060313

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH POINTE DRIVE REALTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Jack Franco hereby certifies that:

FIRST: He is the duly elected and acting President of said corporation.

SECOND: That said corporation was originally incorporated pursuant to the General Corporation Law on January 13, 1999 under the name South Pointe Drive Realty, Inc.

THIRD: That said corporation previously amended its Articles of Incorporation on January 22, 1999.

FOURTH: The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

Article I - Name

The name of the corporation is: South Pointe Drive Realty, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Mailing Address

The mailing address of the corporation is:

111 Alton Road
Miami Beach, Florida 33139

Article V - Capital Stock

(a) **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 common stock each having one dollar (\$1.00) par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

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Article VI - Initial Registered Office and Agent

The name of the registered agent and street address of the registered office of this corporation is:

Jack N. Franco
111 Alton Road
Miami Beach, Florida 33139

Article VII - Directors

(a) **Number.** This corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Directors.** The name and street address of the members of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
John M. Lennon	300 South Pointe Drive, #506 Miami Beach, Florida 33139
Jack N. Franco	111 Alton Road Miami Beach, Florida 33139

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII - Indemnification

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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Article IX - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

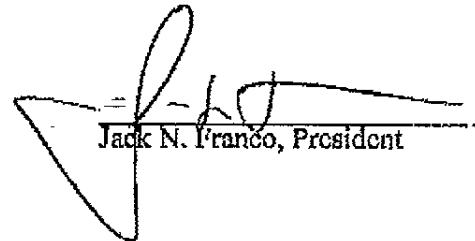
Article X - Amendment

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

FIFTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 607.0704 of the Florida Business Corporation Act on the 31st day of October, 2002.

SIXTH: That said amendment and restatement was duly adopted in accordance with the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of this Corporation on this 31 day of October, 2002.



Jack N. Franco, President

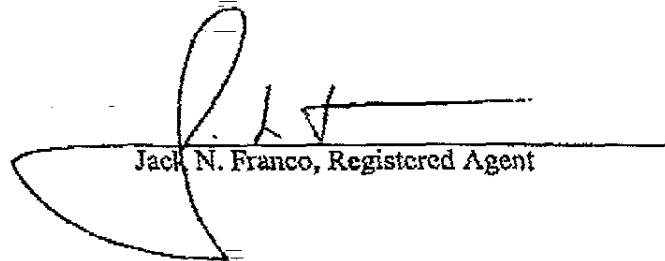
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this 31 day of Oct 2002.



Jack N. Franco, Registered Agent