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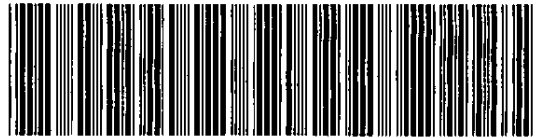
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April 3, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

File No. L329-2

Re: Property Investments Ltd., Inc.

Gentlemen:


Enclosed with this letter, please find an original and one (1) copy of the Amended and Restated Articles of Incorporation, together with my client's check in the amount of \$78.75 in payment of the filing fee and our firm check in an amount not to exceed \$50 in payment of any additional filing fees that may be necessary.

Please file the enclosed copy of this agreement and return one copy to me in the return envelope provided for your convenience.

Should you have any questions with regard to this filing, please contact me directly.

Very truly yours,

FEIN, SUCH, KAHN & SHEPARD, P.C.


Donald A. Richards
Direct Line: (973) 538-4700 Ext. 117
All replies by email send to:
donrichards@feinsuch.com

Enclosures

Cc: Mr. Norman V. Lakhani, via email: nlakhani@optonline.com
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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROPERTY INVESTMENTS LTD., INC.**

FILED
09 MAY - 1 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of Property Investments Ltd., Inc. (Corporation) do hereby certify that:

The original Articles of Incorporation of the Corporation were filed on February 18, 1991 with the Florida Secretary of State; and

On April 19, 2007, the principal mailing address, and Registered Agent name and address were changed; and

On APRIL 17, 2009, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation by unanimous vote of all of the members of the Board of Directors and stockholders of record; and

Any amendments to these Amended and Restated Articles of Incorporation have been adopted pursuant to Section 607.1003 of the Florida Statutes and there are no discrepancies between the Corporation's Articles of Incorporation and these Amended and Restated Articles of Incorporation other than inclusion of these amendments and other matters of historic interest.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is:

PROPERTY INVESTMENTS LTD., INC.

ARTICLE II

PURPOSES

The business of the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

PRINCIPAL OFFICE

The principal street address and mailing address is:

30 Kristy Lane
Watchung, New Jersey 07069 U.S.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The total authorized capital stock of the corporation shall consist of the following classes of stock:

- (1) One (1) share of Class A Voting Common Stock without par value;
- (2) Nine Hundred Ninety-Nine (999) shares of Class B Nonvoting Common Stock without par value;

The designations, preferences, privileges, voting powers and the restrictions, limitations, and qualifications of the various classes of stock which the corporation is authorized to issue, are as follows:

(a) **Voting.** Except as herein specifically provided and except as otherwise expressly provided by the laws of the State of Florida, the holders of the Class B Nonvoting Common stock shall possess no voting power and shall not have the right to participate in any meetings of the shareholders or to have notice thereof, and the holders of the Class A Voting Common stock shall exclusively possess the voting power of the corporation.

(b) **Dividends.** The holders of the Class A Voting Common Stock and the Class B Nonvoting Common Stock, shall be entitled to receive, when and as declared by the Board of Directors of the corporation, out of any assets of the corporation available for the payment of dividends pursuant to the laws of the State of Florida. The payment or setting apart of such dividends, on a per share basis, shall be made equally to the holders of the Class A Voting Common Stock and the Class B Nonvoting Common Stock without any distinction being made for this purpose based upon the designation of the stock as Class A Voting Common stock or Class B Nonvoting Common stock.

(c) **Liquidation.** In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Class A Voting Common stock and the holders of the Class B Nonvoting Common stock shall be entitled to receive and to be paid, share and share alike, ratably according to the number of shares held, all of the remaining assets of the corporation without any distinction being made for this purpose based upon the designation of the stock as Class A Voting Common stock Class B Nonvoting Common stock.

ARTICLE V

CORPORATE GOVERNANCE

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors constituting the entire Board of Directors of the Corporation shall be not less than one (1) nor more than seven (7) which number shall be fixed by the affirmative vote of the holders of Class A Common Stock, in the manner provided in the By-laws. The phrase "Entire Board" and the phrase "total number of directors" shall be deemed to have the same meaning, i.e., the total number of directors that the Corporation would have if there were no vacancies. Directors must be individuals having attained the age of twenty-one (21), but need not be stockholders of the Corporation.

B. Subject to any limitation contained in the By-laws or herein, the Board of Directors may make By-laws, and from time to time may alter, amend or repeal any By-laws, but any By-laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any meeting of stockholders by the affirmative vote of the holders of a majority of the stock present and voting at such meeting, provided notice that an amendment is to be considered and acted upon is inserted in the notice or waiver of notice of such meeting.

C. The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the Corporation, to direct and determine the use and disposition thereof, to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purposes and to abolish any such reserve in the manner in which it was created.

D. The Board of Directors may from time to time determine whether and to what extent and at which times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute or as authorized by the Board of Directors or as provided for in any agreement between such stockholder and the Corporation.

E. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorized the contract or other transaction, or solely because his or their votes are counted for such purpose, provided that the material facts as to such relationship or interest and as to the contract or other transaction are disclosed or are known (a) to the Board

of Directors or the committee, and by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, or (b) to the stockholders entitled to vote thereon, and the contract or other transaction is specifically approved in good faith by vote of the stockholders.

F. Any contract, act or transaction of the Corporation or of the directors may be ratified by a vote of a majority of the shares having voting power at any meeting of stockholders, or at any special meeting called for such purpose, and such ratification shall, so far as permitted by law and by this Restated Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of the Corporation.

G. Any vote or votes authorizing liquidation of the Corporation or proceedings for dissolution may provide, subject to (i) any agreements among and between stockholders, (ii) the rights of creditors and (iii) rights expressly provided for particular classes or series of stocks, for the distribution pro rata among the stockholders of the Corporation of the assets of the Corporation, wholly or in part in kind, whether such assets be in cash or other property, and may authorize the board of Directors of the Corporation to determine the value of the different assets of the Corporation for the purpose of such liquidation and may divide or authorize the Board of Directors of the Corporation to divide such assets or any part thereof among the stockholders of the Corporation in such manner that every stockholder will receive a proportionate amount in value (determined as aforesaid) of cash or property of the corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

H. Elections of directors need not be by ballot.

I. The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Florida, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of this Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any By-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article FOURTH shall not adversely affect any right or protection of a director or officer or the Corporation existing at the time of such repeal or modification.

J. A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that this Section (J) of Article FIFTH shall not eliminate or limit a director's liability (i) for any breach of

the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any act or omission for which the Corporation is prohibited from indemnifying under Section F.S. 607.0850 of the Florida Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after approval by the stockholders of this Section (J) of Article FIFTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be, eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time.

To the full extent from time to time permitted by Section F.S. 607.0850 of the Florida Business Corporation Act, as currently amended or supplemented, or any successor statute, and to the full extent otherwise permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or to any of its shareholders for damages for breach of any duty owed to the Corporation or to its shareholders. Neither the amendment or repeal of this Article FOURTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article FOURTH, shall eliminate or reduce the protection afforded by this Article FOURTH to a director or officer of the Corporation in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article FOURTH would have accrued or arisen, prior to such amendment, repeal or adoption.

ARTICLE VI

NO SHAREHOLDER PREEMPTIVE RIGHTS

Except as expressly proved herein or in any agreement between such stockholder and the Corporation, no holder of stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the corporation or any additional stock to be issued by reason of any increase of the authorized capital stock of the Corporation, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock or such additional authorized issue of new stock, but rather such stock, bonds, certificates of indebtedness, debentures and other securities may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VII

RECAPITALIZATION AND EXCHANGE OF SHARES

Upon the filing of this Amended and Restated Articles of Incorporation, the sole shareholder of the Corporation, Narendra V. Lakhani, shall exchange his one hundred (100) shares of common stock for one (1) share of Class A voting common stock and nine hundred ninety-nine (999) shares of Class B nonvoting stock in the Corporation.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's registered office shall be located at:

1540 Glenway Drive
Tallahassee, Florida 32301 U.S.

The Corporation's registered agent at its registered office shall be:

Interstate Document Filing Incorporated

ARTICLE IX

INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Name	Address	Title
Narendra V. Lakhani	30 Kristy Lane Watchung, NJ 07069	Director and President
Shakuntala Lakhani	30 Kristy Lane Watchung, NJ 07069	Secretary

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is *to these amended doc.*

Narendra V. Lakhani
30 Kristy Lane
Watchung, NJ 07069 U.S.

ARTICLE XI

AMENDMENT AND REPEAL

Subject to the restrictions set forth herein, the corporation reserves the right to amend, alter, change or repeal any provisions contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The Amended and Restated Certificate of Incorporation was duly adopted by unanimous written consent of the Directors, and by written consent of the stockholders holding at least a majority of the outstanding capital stock of the Corporation entitled to vote thereon, in accordance with the applicable provisions of Section F.S. 607.0821 of the Business Corporation Act of the State of Florida.

The foregoing amendment to the Certificate of Incorporation was adopted by the unanimous written consent of the shareholders on APRIL 17, 2009. At the time of adoption of such amendment, there were one thousand (1,000) shares outstanding consisting of one (1) Class A voting share and nine hundred ninety-nine (999) Class B nonvoting shares outstanding.

IN WITNESS WHEREOF, said PROPERTY INVESTMENTS LTD., INC. has caused this Restated Certificate to be signed by its President as of the 17 day of APRIL, 2009.

PROPERTY INVESTMENTS LTD., INC.

Shakuntala R. Lakhani
Shakuntala Lakhani, Secretary

By: N. V. Lakhani
Name: Narendra V. Lakhani
Title: President