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(Requestor's Name)

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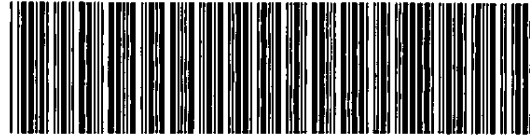
(Business Entity Name)

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TALLAHASSEE FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SCANABILITIES VENTURES, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

April I. Halle, Esq.

Name of Person

The Halle Law Firm, P.A.

Firm/Company

3101 North Federal Highway, Suite 401

Address

Fort Lauderdale, Florida 33306

City/State and Zip Code

dondrejack@hallelawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

April I. Halle

Name of Person

at **(954) 537-0466**

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 24, 2014

APRIL HALLE
3101 N FEDERAL HWY SUITE 401
FT LAUDERDALE, FL 33306

SUBJECT: SCANABILITIES VENTURES LLC
Ref. Number: L12000143822

We have received your document for SCANABILITIES VENTURES LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can only file articles of amendment or amended and restated articles, not both. Please choose which one you want to file.

Please return the corrected original and one copy of 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) 245-6051.

Justin M Shivers
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 514A00015937

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF SCANABILITIES VENTURES, LLC**

The undersigned hereby files these Amended and Restated Articles of Organization of Scanabilities Ventures, LLC (the "Company").

RECITALS

WHEREAS, the Company's Articles of Organization were filed on November 13, 2013, pursuant to which the Company was governed under the Florida Limited Liability Act, Chapter 608, Florida Statutes; and

WHEREAS, as a result of the enactment of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, the Company has elected to be governed under Chapter 605 and has provided for same in its Operating Agreement; and

WHEREAS, the Company is filing the instant Amended and Restated Articles of Organization to restate certain provisions of its Articles of Organization still in effect and to amend certain provisions therein to conform to the changes as provided in the Operating Agreement dated April 10, 2014.

NOW, THEREFORE, the undersigned, as Manager of the Company, hereby makes, acknowledges, and files the Amended and Restated Articles of Organization of the Company, as follows:

ARTICLE 1 – NAME

The name of the limited liability company shall be SCANABILITIES VENTURES, LLC ("Company").

ARTICLE 2 – ADDRESS

The principal place of business shall be 2601 East Oakland Park Boulevard, Suite 306, Fort Lauderdale, Florida 33306.

ARTICLE 3- EFFECTIVE DATE

These Amended and Restated Articles of Organization shall be effective as of the date of filing.

ARTICLE 4 – DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as

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provided in these Amended and Restated Articles of Organization or the Company's Operating Agreement.

ARTICLE 5 – PURPOSE AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND RESIDENT AGENT

The address of the registered office of the Company is 3101 North Federal Highway, Suite 401, Fort Lauderdale, Florida 33306. The name and address of the registered agent of the Company is The Halle Law Firm, P.A., 3101 North Federal Highway, Suite 401, Fort Lauderdale, Florida 33306. Notwithstanding anything to the contrary in Article 3, this Article 6 shall be effective upon approval by the Secretary of State, State of Florida.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the Approval of the Members and Manager as provided in the Operating Agreement. A member may not transfer his/her/its interest in the Company except as provided in Operating Agreement, and the transferee shall have no rights except as provided in the Operating Agreement.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company may only be dissolved as provided in the Operating Agreement.

ARTICLE 9 – MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with Operating Agreement, which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are

Manager: Clifford Stein

or any other successor Manager(s) as provided in the Operating Agreement, and such Manager's mailing addresses shall be the same as the principal office of the Company.

ARTICLE 10 – INDEMNIFICATION

The Company shall indemnify managers and/or members of the Company who are wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manger and/or

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member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, upon Approval of the members, that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, members, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding upon Approval of the manager(s) and member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the members. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Amended and Restated Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Amended Article of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Amended and Restated Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Amended and Restated Articles of Organization at Fort Lauderdale, Florida, for the foregoing uses and purposes this _____ day of _____, 2014.



Clifford Stein, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

The Halle Law Firm, P.A., have a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605.0114, Florida Statutes and other applicable Florida Statutes.

The Halle Law Firm, P.A.

By: 
April I. Halle, President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ALTERED
AND
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