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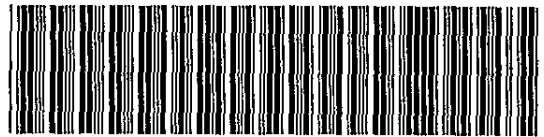
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SECRETARY OF STATE
TREASURY DEPT. A

1st amend.

Law Office of Daniel T. White, Esquire

1304 N.W. 98th Terrace
Gainesville, Florida 32606

tele: 352/331-5840

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Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

June 12, 2003

re: InScope, L.L.C.; InScope Development, LLC; InScope IP Holdings, LLC

To whom it may concern:

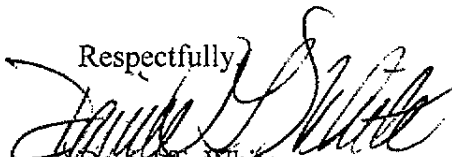
On behalf of the above-referenced Florida limited liability companies I have enclosed, respectively, one executed original and one photocopy of the following documents for immediate filing:

- *First Amended and Restated Articles of Organization of InScope, LLC.*
- *First Amendment to the First Amended and Restated Articles of Organization of InScope Development, LLC*
- *First Amendment to the First Amended and Restated Articles of Organization of InScope IP Holdings, LLC.*

In that regard, I have also enclosed one check made payable to the "Florida Department of State" in the amount of \$165.00 to cover the applicable filing fees and request for certified copy of the enclosed filing (filing fee for articles of amendment--\$25.00 each; and certified copy of record--\$30.00 each).

Please send the certified copies of the enclosed to my attention at the address listed above. Thank you for your assistance.

Respectfully,



Daniel T. White

Encl.

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03 JUN 16 AM 8:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

First

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

INSCOPE, L.L.C.

In accordance with Section 608.411(3) through (5), F.S. (and so much as may be required by Section 608.407, F.S., as it relates to the requirements set forth in the former section), the undersigned hereby certifies the following:

Introductory recitals. The present name of this limited liability company (the "Company") appearing above and prior to the amendment appearing below, represents the name under which the Company's original Articles of Organization were filed. The date of filing of this Company's original Articles of Organization with the Department of State, State of Florida, occurred on May 18, 1999. The time of filing by the Department of State shall serve as the effective date of these *First Amended and Restated Articles of Organization*. These *First Amended and Restated Articles of Organization* have been duly executed and are being filed in accordance with Section 608.411, F.S.

Now, therefore, the undersigned does hereby submit these articles for filing, which upon filing shall amend and restate this Company's original Articles of Organization as follows:

ARTICLE I: NAME

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

ARTICLE II: MAILING AND STREET ADDRESS

The Company's mailing, and the street address of the Company's principal office, shall be 8210 N.W. 27th Street, Miami, Florida 33122.

ARTICLE III: REGISTERED OFFICE AND AGENT

The registered office of the Company shall remain at 1304 N.W. 98th Terrace, Gainesville, Florida 32606. The Company's registered agent at that address shall remain Daniel T. White, Esquire.

ARTICLE IV: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.


ARTICLE V: MANAGEMENT BY MANAGERS

This Company shall be a manager-managed limited liability company. Accordingly, this Company shall continue to be managed by one or more managers subject to the provisions set forth in the Company's Operating Agreement, which may contain limitations or restrictions regarding the actual authority of one or more managers to take valid and binding action with regard to a particular aspect of this Company's business or affairs.

ARTICLE VII: EFFECT OF AMENDMENTS

These articles amend and supercede all previous provisions of this Company's Articles of Organization filed prior to the effective date hereof, each of such previous provisions upon filing of these articles shall be hereby deemed to have been deleted in its entirety and replaced by the provisions contained above in this document.

These *First Amended and Restated Articles of Organization* having been duly executed by the undersigned on this 10th day of June 2003, are being filed in accordance with Section 608.411, F.S. (and so much as may be required under Section 608.407, F.S., as it relates to the former section).


By: Sean McBrayer
Manager, Member, and duly authorized
representative of all of the Members

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