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Division of Corporations

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Florida Department of State

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**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
F&T VICTORIA, L.L.C.**

ARTICLE I - NAME AND LOCATION

The name of this limited liability company ("Company") is F&T VICTORIA, L.L.C. and mailing address is 1431 Orange Camp Road, Suite 116, Deland, Florida 32724, and the principal place of business of the Company shall be located at 1431 Orange Camp Road, Suite 116, Deland, Florida 32724.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business, and this Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, in each case with such limitations as may be set forth in the Company Operating Agreement from time to time.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The registered office of this Company shall be located at 1431 Orange Camp Road, Suite 116, Deland, Florida 32724, and the registered agent of this Company at that address shall be FRANK J. CANNON. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V - MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the Members, provided that certain powers shall be exercisable by the Chief Executive Officer of the Company as provided in the Operating Agreement, as may be amended from time to time. As of the date of these Articles, Frank J. Cannon is the current Chief Executive Officer of the Company.

ARTICLE VI - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

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**ARTICLE VIII - DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,
DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX - AMENDMENT

This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X - HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these First Amended and Restated Articles of Organization declaring and certifying that the facts stated herein are true, effective this 30th day of August, 2011.


Frank J. Cannon, Chief Executive Officer

2011 AUG 30 PM 12:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

F&T VICTORIA, L.L.C. ("Company"), organized as a limited liability company under the laws of the State of Florida, has named and designated Frank J. Cannon as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1431 Orange Camp Road, Suite 116, Deland, Florida 32724.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30th day of August, 2011.


Frank J. Cannon
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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