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**LAW OFFICES OF  
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December 29, 2006

Florida Division of Corporations  
ATTN: Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

RE: **THE WINNING POINTS PROGRAM, L.L.C.**  
Document No. L00000000550

To Whom It May Concern:

The enclosed Amended and Restated Articles of Organization for the above-referenced Limited Liability Company are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ronald C. White, Esq.  
Ronald C. White, P.A.  
5348 First Avenue North  
St. Petersburg, FL 33710

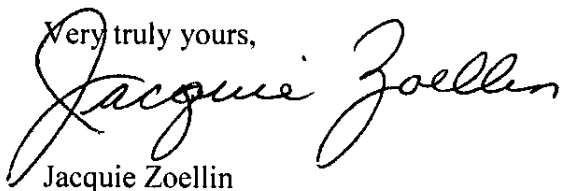
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For further information this matter, please call Jacquie Zoellin at (727) 323-5700.

Enclosed is a check in the amount of \$25.00 as payment of the filing fee. Please return a file-stamped copy of the Amended and Restated Articles of Organization to this office in the envelope provided for that purpose.

Should you have any questions or require anything further, please contact our office at the above number.

Very truly yours,



Jacquie Zoellin  
Paralegal to Ronald C. White

/jdz  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**THE WINNING POINTS PROGRAM, L.L.C.**

**a Florida Limited Liability Company**  
Document No. L00000000550

**ARTICLE I  
FORMATION**

The Articles of Organization were filed on January 12, 2000 and assigned document number L00000000550. The said Articles have never been amended. This amendment and restatement is submitted to amend and restate the previously-filed Articles of Organization without a change to the Company's Registered Agent, whose name and address remain the same as the current address.

**ARTICLE II  
AMENDMENT AND RESTATEMENT**

The following are the Amended and Restated Articles of Organization.

**ARTICLE III  
NAME**

The name of this Limited Liability Company is:

**THE WINNING POINTS PROGRAM, L.L.C. (the "Company").**

**ARTICLE IV  
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

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## **ARTICLE V ADDRESS**

The mailing and street address of the Company's principal place of business is 129 NW 13<sup>th</sup> Street, Ste D-26, Boca Raton, FL 33432.

## **ARTICLE VI DURATION**

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

## **ARTICLE VII MANAGEMENT - MANAGER MANAGED**

The Limited Liability Company is to be managed by one or more managers and is therefore a manager-managed company. The Manager of this company is CHARLES S. STOLL, 129 NW 13<sup>th</sup> Street, Ste D-26, Boca Raton, FL 33432.

## **ARTICLE VIII MEMBER VOTING**

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Operating Agreement of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Operating Agreement adopted by the Company.

## **ARTICLE IX ADOPTION OF OPERATING AGREEMENT**

The members shall adopt an Operating Agreement for the Company, which Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE X  
AMENDMENT OF ARTICLES OF ORGANIZATION**


These Articles may be amended at any time by a resolution adopted by the members, in conformity with Chapter 608 and the Operating Agreement permitting said amendment, at any annual or special meeting.

**ARTICLE XI  
ADDRESS OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

The street address of the registered office of this limited liability company in the State of Florida is remains 29 NW 13<sup>th</sup> Street, Suite D-26, Boca Raton, FL 33432. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The Registered Agent of this Company is not changed and continues to be Charles S. Stoll. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 30<sup>TH</sup> day of November, 2006.

  
\_\_\_\_\_  
RONALD C. WHITE, ESQ.

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