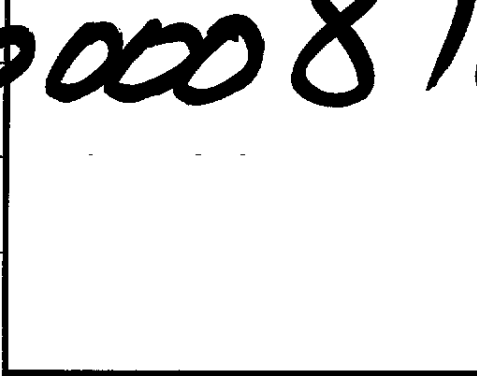


L00000000816

Requester Name
Address
Ron A. Rhoades, P.A.
2428 North Essex Avenue
Hernando, Florida 34442



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ **800004491848--2**
(Corporation Name) (Document #) **-07/23/01--01094--010**
*******50.00 *****25.00**
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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TALLAHASSEE, FLORIDA
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Examiner's Initials

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR**

JOSEPH & COMPANY FINANCIAL SERVICES, LLC
(a Florida Limited Liability Company)

- FIRST: The date of filing of the articles of organization was January 24, 2000.
- SECOND: The date of filing of a prior amendment to the articles of organization was June 8, 2001.
- THIRD: The following amendments and complete restatement to the articles or organization were adopted by the limited liability company, to be effective upon the filing of these articles of amendment with the Florida Department of State. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes.

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

ARTICLE 1 - NAME:

The name of the limited liability company shall be:

JOSEPH CAPITAL MANAGEMENT, LLC ("company")

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the company shall be:

2428 North Essex Avenue
Hernando, Florida 34442

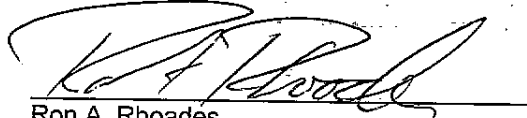
ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

Ron A. Rhoades
2428 North Essex Avenue
Hernando, Florida 34442

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Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



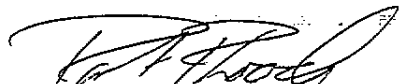
Ron A. Rhoades
Registered Agent


ARTICLE IV - MANAGEMENT BY MANGER

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager / managed company.


Signature of a member or an authorized representative of a member.

This instrument was executed by the following, constituting all of the members of the company, on July 18, 2001:


Ron A. Rhoades, Witness


Ray Virgilio, Member

_____, Witness

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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