

Loose 843

Florida Department of State
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LIMITED LIABILITY AMENDMENT

CENETEC, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	0102
Estimated Charge	\$60.00

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GUNSTER YOAKLEY

P.02/04



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 2000

CENETEC, L.L.C.
2360 NW 45TH STREET
BOCA RATON, FL 33431

SUBJECT: CENETEC, L.L.C.
REF: 100000000843

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member. *see attached*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Shawn Logan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF CENETEC, L.L.C.**

The undersigned hereby certifies that:

- A. He is a member or an authorized representative of a member of Cenetec, L.L.C., a Florida limited liability company (the "Company").
- B. The present name of the Company is Cenetec, L.L.C., and the name under which the Company originally filed was Incutech, L.L.C.
- C. The date of filing of the Company's original articles of organization with the Department of State was January 14, 2000.
- D. The adoption of these Amended and Restated Articles of Organization was duly authorized by the affirmative vote of the members who hold at least a majority of the outstanding membership units of the Company, as required by Article IX of the Company's articles of organization as amended and filed with the Department of State on February 17, 2000.
- E. These Amended and Restated Articles of Organization are being executed and filed in accordance with Section 603.411 of the Florida Limited Liability Company Act, Chapter 603, Florida Statutes.
- F. The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

ARTICLE I — Name:

The name of the limited liability company is Cenetec, L.L.C. (the "Company").

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:

4950 Blue Lake Drive
Suite 900
Boca Raton, FL 33431

ARTICLE III — Commencement of Existence:

The Company's existence began on January 14, 2000.

ARTICLE IV --- Continuation of Limited Liability Company:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the

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Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE V — Registered Agent and Office:

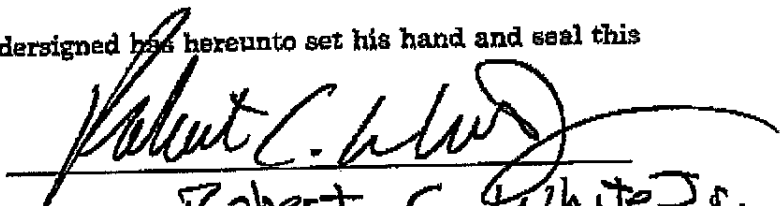
The name and street address of the Company's initial registered agent for service of process in the state is:

Robert C. White, Jr.
c/o Censtac, L. L. C.
4950 Blue Lake Drive
Suite 900
Boca Raton, FL 33431

ARTICLE VI — Management and Authority:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

4th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of May, 2000.


Print Name: Robert C. White, Jr.
Authorized Representative

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