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Florida Department of State

Division of Corporations

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LIMITED LIABILITY AMENDMENT

IVEST FINANCIAL, L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
IVEST FINANCIAL, L.C.
A Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of this limited liability company is iVest Financial, L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address of the principal office of the Limited Liability Company is as follows:

205 East Central Boulevard, Suite 601
Orlando, Florida 32801.

The street address of the principal office of the Limited Liability Company is as follows:

205 East Central Boulevard, Suite 601
Orlando, Florida 32801.

**ARTICLE III
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

J. Bennett Grocock, Esq.
205 East Central Boulevard, Suite 601
Orlando, FL 32801

**ARTICLE IV
EFFECTIVE DATE**

The effective date of these Amended and Restated Articles of Organization shall be November 8, 2000.

**ARTICLE V
MANAGEMENT**

The Company is to be manager managed by such managers as may be elected by the voting Members. The voting Members shall have voting rights pursuant to the Operating Agreement. A

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manager may receive compensation for his services. The name and address of the current Operating Manager is as follows:

J. Bennett Grocock
201 East Central Boulevard, Suite 601
Orlando, FL 32801

ARTICLE VI DURATION

The Company commenced its existence on February 24, 2000, and its existence shall be perpetual, unless terminated earlier by the unanimous written agreement of all Members.

ARTICLE VII AMENDMENT

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

ARTICLE VIII CONTINUATION OF BUSINESS

The remaining Members of the Company shall have the right to continue the business 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 of the Company.

ARTICLE IX APPLICABLE LAW

The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Member of the Company hereby certifies that the Amended and Restated Articles of Organization were unanimously approved by all of the voting Members of the Company on October 31, 2000, that they are duly executed and are being filed in accordance with Florida Statute Section 608.411.

Dated this 6th day of November, 2000.


J. Bennett Grocock, Member

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida.

1. The name of the limited liability company is "iVest Financial, L.C."
2. The name and the Florida street address of the Registered Agent are as follows:

J. Bennett Grocock, Esq.
205 E. Central Boulevard, Suite 601
Orlando, Florida 32801.

Having been named as 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 of the Florida Statutes.

Dated effective the 6th day of November, 2000.


J. Bennett Grocock, Esq.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 8, 2000

THE BUSINESS LAW GROUP

SUBJECT:
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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.

Please accept our apology for failing to mention this in our previous letter.

The effective date cannot be prior to the date of filing or more than 90 days after the date of filing.

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

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

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