

Mar 10 08:34p

Tim Schuler

(813) 319-5300

Division of Corporations

L00000002341

# Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : LAW OFFICE OF TIMOTHY C. SCHULER

Account Number : I19990000239

Phone : (727) 398-0011

Fax Number : (727) 319-6300

## LIMITED LIABILITY AMENDMENT

WJ VENTURES, LLC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
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AMENDED & RESTATED  
ARTICLES OF ORGANIZATION  
OF  
WJ VENTURES, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
NOW KNOWN AS S & B VENTURES, LLC

ARTICLE I  
ORIGINAL NAME & FILING

The original name of this limited liability company was WJ VENTURES, LLC, filed on March 1, 2000 under document #L00000002341.

ARTICLE II  
NEW NAME

The name of this limited liability company will be S & B VENTURES LLC, referred to in these Articles of Organization "Company."

ARTICLE III  
ADDRESS

The mailing address and street address of the principal office of the Company is 3751 Gulf Boulevard, St. Petersburg Beach, Florida 33706.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The Company's registered agent is Timothy C. Schuler, whose registered office is located at 7843 Seminole Boulevard, Seminole, Florida 33772.

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**ARTICLE V  
ORGANIZER**

The organizer and authorized representative of its members of the Company is Timothy C. Schuler, a natural person at least eighteen (18) years old.

**ARTICLE VI  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VII  
MANAGEMENT BY MANAGER****Section 6.01 Management**

The Company will be managed by a single manager, as provided for in the Operating Agreement. The names and addresses of the initial manager of the Company is:

Sidney A. Williams  
12625 North Highmeadow Ct.  
Baton Rouge, LA 70816

**Section 6.02 Authority of the Management Committee**

(a) Operational Authority of Manager. Except as provided in Section 6.02(b), in the Company's operating agreement, or by resolution or written action of the members.

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(i) the manager has sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business;

(ii) The manager may delegate to a subcommittee of managers, another individual manager, or an employee of the Company any of the manager's responsibilities and authority.

This provision does not alter or waive any duty that a manager may have to the Company concerning the manager's exercise of management authority.

(b) Matters Reserved to the Members. Neither the management committee nor any delegate of the management committee has authority to sell substantially all of the Company assets, unless first authorized by members holding 75 percent of the voting power of the membership interests, with the authorization given either by vote at a properly called meeting of the members or by written consent.

#### ARTICLE VIII

#### RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

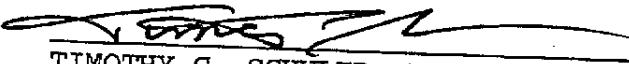
If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the

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extent allowed by law, these Articles will govern.

Executed this 10<sup>th</sup> day of March, 2000, in conformity with  
Section 608.411, Florida Statutes (1999).

BY:

  
TIMOTHY C. SCHULER, ESQ.  
Organizer

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  
positions as registered agent as provided in Chapter 608.

  
TIMOTHY C. SCHULER, ESQ.  
Registered Agent

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