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05 MAR 28 AM 10:46  
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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: MEGAN HODGE  
DATE: 3/28/2005  
REF. #: 0399.36313  
CORP. NAME: KIWI INVESTMENTS, LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 511928 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**AMENDED & RESTATED ARTICLES OF ORGANIZATION**

**OF**

**KIWI INVESTMENTS, LLC**

\*\*\*\*\*  
(Under §608.411 of the Florida  
Limited Liability Company Act)

\*\*\*\*\*

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TALLAHASSEE, FLORIDA

The undersigned, being one or more members of the limited liability company, hereby certify as follows:

**ARTICLE I – NAME**

The name of the limited liability company shall be **KIWI INVESTMENTS, LLC** (the “Company”).

**ARTICLE II – DATE OF FILING OF ARTICLES**

The original Articles of Organization of the Company were filed with the Department of State of the State of Florida on March 30, 2000.

**ARTICLE III – AMENDMENTS**

The amendments to the Articles of Organization of the Company include a change in: (a) the registered agent of the Company, and (b) the mailing and principal office address of the Company, which amendments are incorporated into these Amended & Restated Articles of Organization of the Company.

**ARTICLE IV – ADDRESS**

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

c/o Sarasota Commercial Management, Inc.  
711 South Osprey Avenue, Suite 1  
Sarasota, FL 34236  
(attention: Mark S. Kauffman)

#### **ARTICLE V – REGISTERED AGENT**

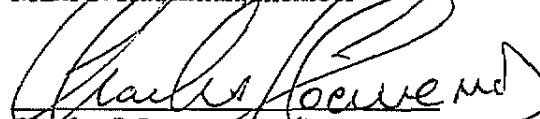
The name and street address of the Company's initial registered agent for service of process in the State of Florida shall be: Mark S. Kauffman, c/o Sarasota Commercial Management, Inc., c/o 711 South Osprey Avenue, Suite 1, Sarasota, FL 34236.

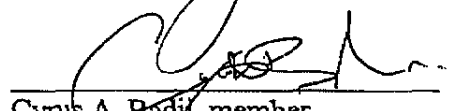
#### **ARTICLE VI – MANAGEMENT**

The Company shall be managed by one or more managers. The initial manager, upon filing of these Amended & Restated Articles of Organization, shall be Mark S. Kauffman.

IN WITNESS WHEREOF, the undersigned have signed these Amended & Restated Articles of Organization on March 23, 2005, as members of the Company, and affirm, under the penalties of perjury, that the facts stated herein are true.

  
Mark S. Kauffman, member

  
Charles J. Loewe, member

  
Cyrus A. Badin, member

#### **STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Registered Agent:

  
Mark S. Kauffman