

2015-01-09 13:21

Division of Corporations

Vasallo Sloane PL-8663892760 >> 850-617-6383

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
BOGDAHN CONSULTING, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

BOGDAHN CONSULTING, LLC

a Florida limited liability company

THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION (the "Amended and Restated Articles") of BOGDAHN CONSULTING, LLC, a Florida limited liability company (the "Company"), are submitted in accordance with Section 605.0202 of the Florida Revised Limited Liability Company Act (the "Act") for purposes of amending and restating the Articles of Organization of the Company in their entirety. From and after the date of filing hereof, the Amended and Restated Articles of the Company shall be as set forth paragraph SECOND below.

FIRST: The information required by Section 605.0202 of the Act is as follows:

- (i) The limited liability company's present name is "BOGDAHN CONSULTING, LLC."
- (ii) The date of filing of the Articles of Organization of the Company was September 25, 2000.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are accepted for filing by the Florida Department of State.
- (iv) These Amended and Restated Articles have been duly executed and are being filed in accordance with Section 605.0202 of the Act.

SECOND: The Amended and Restated Articles of the Company are as follows:

ARTICLE I
NAME

The name of this limited liability company is "BOGDAHN CONSULTING, LLC" (the "Company").

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street addresses of the principal office of the Company are as follows:

4901 Vineland Road, Suite 600
Orlando, Florida 32811

ARTICLE III
REGISTERED AGENT

The name and address of the registered agent of the Company are as follows:

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Michael F. Welker
4901 Vineland Road, Suite 600
Orlando, Florida 32811

ARTICLE IV
MANAGEMENT

The Company shall be a manager-managed company and shall be governed by a written operating agreement entered into between and among its members (as amended from time to time, the "**Operating Agreement**"). The Operating Agreement may not be amended except as expressly provided in the Operating Agreement. The number of managers ("**Managers**") shall be determined as provided in the Operating Agreement. The Managers shall have the powers, duties and authority set forth in the Act, subject to any express limitations contained in the Operating Agreement. The Managers shall be elected, removed and replaced from time to time in accordance with the Operating Agreement. The names and addresses of the sole initial Manager of the Company are as follows:

Michael F. Welker
4901 Vineland Road, Suite 600
Orlando, Florida 32811

ARTICLE V
EFFECTIVE DATE; DURATION OF EXISTENCE

The effective date of these Amended & Restated Articles of Organization shall be the date on which they are accepted for filing by the Department of State. The Company shall exist as a separate legal entity until its dissolution and liquidation in accordance with the Operating Agreement and the Act.

ARTICLE VI
RESTRICTIONS ON TRANSFER;
ADMISSION OF ADDITIONAL OR SUBSTITUTE MEMBERS

Among other things, the Operating Agreement restricts the sale, transfer, pledge, hypothecation, exchange, assignment or other disposition by any means (each, a "**Transfer**") of the limited liability company membership interests in the Company. Any such Transfer shall be void *ab initio* unless made in strict compliance with the terms and conditions of the Operating Agreement. In addition, no person or entity shall be admitted as a member of the Company, whether in substitution for another member or as an additional member, except in accordance with the Operating Agreement.

ARTICLE VII
AMENDMENTS

These Amended & Restated Articles of Organization may not be amended except as expressly provided in the Operating Agreement.

ARTICLE VIII
APPLICABLE LAW

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

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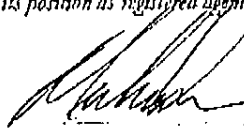


Michael P. Welker
Authorized Representative of Members

ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned submits the following statement of acceptance of designation as registered agent for the Company:

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605 of the Florida Statutes.



Michael P. Welker

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