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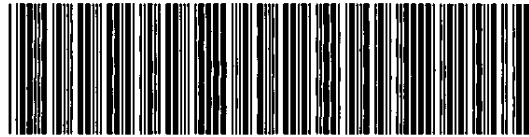
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R. Lawrence Heinkel, LLC

Tax Controversies • Business and Tax Law

August 7, 2007

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Organization of R. Lawrence Heinkel, P.L.

Dear Sir or Madam:

Enclosed please find the above Amended and Restated Articles of Organization of R. Lawrence Heinkel, P.L.

I am also enclosing a \$35.00 check to cover the filing fee.

Please accept these for filing. Thank you for your time and attention to this matter. If you have any questions, please give me a call.

Sincerely,

R. LAWRENCE HEINKEL, P.L.

By: 

R. Lawrence Heinkel, Esq.

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
R. LAWRENCE HEINKEL, LLC

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These Amended and Restated Articles of Organization to the Articles of Organization of R. Lawrence Heinkel, LLC are made, were duly executed, and are being filed in accordance with Fla. Stat. Section 608.411(5), this 7th day of August, 2007. The Articles of Organization for R. Lawrence Heinkel, LLC, originally filed with the Florida Department of State on April 9, 2001, are hereby amended and restated in their entirety as follows:

"ARTICLES OF ORGANIZATION
OF
R. LAWRENCE HEINKEL, P.L.

The undersigned, acting as the organizer of R. Lawrence Heinkel, P.L. under both the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., and the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Fla. Stat., and adopts the following Articles of Organization:

ARTICLE I – NAME

The name of the professional service limited liability company is R. Lawrence Heinkel, P.L. (the "Organization").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Organization is 300 Beach Drive, N.E., Suite 903, St. Petersburg, FL 33701.

ARTICLE III – DURATION

The period of duration of the Organization shall be perpetual, unless dissolved in accordance with the terms of the Organization's Operating Agreement.

ARTICLE IV – MANAGEMENT

The Organization is to be managed by a Member-Manager and the name and address of the initial Member-Manager is:

Name
R. Lawrence Heinkel, Esq.

Address
300 Beach Drive, N.E., Suite 903
St. Petersburg, FL 33701

ARTICLE V – BUSINESS OF THE ORGANIZATION

The Organization is being formed for the sole and exclusive purpose of engaging in the practice of law. All of the Organization's members and managers must be duly licensed and otherwise legally authorized to practice law in the State of Florida. The Organization shall not engage in any business other than the practice of law, except as otherwise permitted by Fla. Stat. Section 621.08.

ARTICLE VI – INITIAL REGISTERED AGENT AND OFFICE

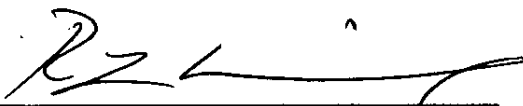
The initial registered agent of the Organization shall be R. Lawrence Heinkel, Esq., and the street address of the Organization's initial registered office is: 300 Beach Drive, N.E., Suite 903, St. Petersburg, FL 33701.

ARTICLE VII – INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Organization (and the heirs, executors, personal representatives, administrators, successors and/or assigns of such individual or entity) who was or is made a party to, or is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such individual or entity is or was a Manager or Member of the Organization ("Indemnitee"), shall be indemnified and held harmless by the Organization to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Organization the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or regulation of the Organization, agreement or vote of the members or otherwise. Any repeal or amendment of this Article by the members of the Organization shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the undersigned Member-Manager has executed these Amended and Restated Articles of Organization this 7th day of August, 2007.

MANAGER-MEMBER:



R. Lawrence Heinkel, Member-Manager


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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Fla. Stat. Section 608.415, the undersigned Professional Service Limited Liability Company submits the following statement in designating the Registered Agent / Registered Office, within the State of Florida:

1. The name of the professional service limited liability company is R. Lawrence Heinkel, P.L.
2. The name of the registered agent and the address of the registered office is:
300 Beach Drive, N.E., Suite 903, St. Petersburg, FL 33701.

Having been named as registered agent and to accept service of process for the above professional service 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.

By: 
R. Lawrence Heinkel, Esq.

Dated this 7th day of August, 2007.

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