

10/17/2005 13:21 FAX 9544524700

Division of Corporations

ROSS MATZ INVESTMENTS, INC.

0001

Page 1 of 1

601000014975

Florida Department of State
Division of Corporations
Public Access System

9

10/17

Amended
& Restated

Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ROSS MATZ INVESTMENTS, INC.
Account Number : I20040000128
Phone : (954) 452-5000
Fax Number : (954) 452-4700

M. HODGES

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DIVISION OF CORPORATION

601-14975

LIMITED LIABILITY AMENDMENT

FEDERAL GOLDENROD, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$25.00

SEALY STATE
TALLAHASSEE FLORIDA

05 OCT 17 PM 1:53

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09 Including Cover

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FEDERAL GOLDENROD, LLC

Pursuant to Section 608.411 of the Limited Liability Company Act of the State of Florida (the "Act"), the undersigned sole Member of Federal Goldenrod, a limited liability company organized and existing under and by virtue of the Act of the State of Florida (hereinafter the "Company"), and desiring to amend and restate its Articles of Organization in its entirety, does hereby certify:

FIRST: The name of the Company is Federal Goldenrod, LLC, the name which the Company adopted pursuant to Articles of Organization filed in the Office of the Secretary of State of Florida on August 31, 2001 (Florida Document No. L01000014975).

SECOND: These Amended and Restated Articles of Organization, which supersede the original Articles of Organization of the Company in their entirety and any and all amendments thereto, were adopted by the sole Member of the Company and were therefore duly executed and are being filed in accordance with Section 608.411 of the Act.

THIRD: The text of the Articles of Organization of the Company, as Amended and Restated, is as follows:

ARTICLE I
NAME

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

ARTICLE II
ADDRESS

The Company's mailing address and street address of the principal office of the Company is 3325 South University Drive, Suite 210, Davie, FL 33328.

ARTICLE III
DURATION

The period of duration for the Company will be perpetual.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Company is Alan H Gross and his address is 3325 South University Drive, Suite 200, Davie, FL 33328.

ARTICLE V
MANAGEMENT

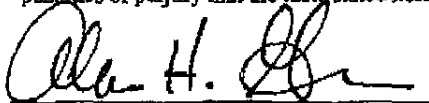
The Company will be a Manager-Managed company and its sole Manager will be ESA Goldenrod, LLC.

FILED
05 OCT 17 PM 1:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

In witness whereof, the undersigned has made and subscribed these Amended and Restated Articles of Organization this 17th day of October, 2005.

Authorized Representative of the Members:

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


Alan H Gross

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/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.

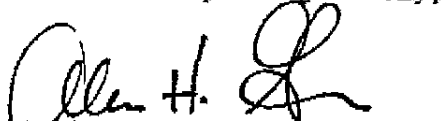
1. The name of the limited liability company is:

FEDERAL GOLDENROD, LLC

2. The name and the Florida address of the registered agent is:

Alan H Gross
3325 South University Drive
Suite 200
Davie, FL 33328

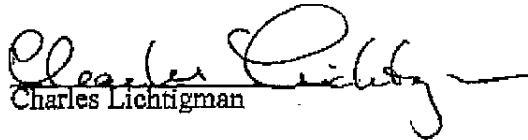
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


Alan H Gross

RESIGNATION

I hereby resign as Managing-Member of Federal Goldenrod, LLC (the "Company").

Dated as of the 1st day of January, 2002.


Charles Lichtigman

10/17/2005 13:22 FAX 9544524700

ROSS REALTY

005

RESIGNATION

I hereby resign as Managing-Member of Federal Goldenrod, LLC (the "Company").

Dated as of the 6th day of May, 2002.

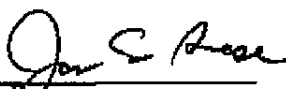


Devin Tower

RESIGNATION

I hereby resign as Managing-Member of Federal Goldenrod, LLC (the "Company").

Dated as of the 1st day of January, 2003.



Jon E. Rose

RESIGNATION

The undersigned hereby resign as Managers and/or Managing Members of Federal Goldenrod, LLC (the "Company") effective upon the closing of the sale by Kenneth Barber, Devin Tower, Trustee of the Devin Tower Trust dated May 6, 2002, Lightco Limited Partnership and Jon Rose, Trustee of the Jon E. Rose Trust (the "Selling Members") to ESA Goldenrod, LLC, a Florida limited liability company and/or its assigns ("Buyer") of all such Selling Members' rights, title and interest as Members or Managing Members of the Company:

Managers:

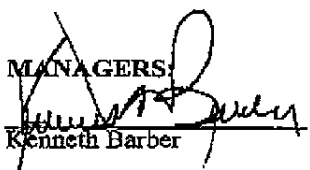
Kenneth Barber, Charles Lichtigman, Devin Tower, and Jon Rose

Managing Members:

Kenneth Barber, Lightco Limited Partnership, Devin Tower, Trustee of the Devin Tower Trust dated May 6, 2002; and Jon E. Rose, Trustee of the Jon E. Rose Trust

Dated as of the 10th day of October, 2005.

MANAGERS:


Kenneth Barber

Charles Lichtigman

Jon Rose

Devin Tower

MANAGING MEMBERS:

Lightco Limited Partnership
A Nevada limited partnership

By: _____
Charles Lichtigman, General Partner

Devin Tower, Trustee
of the Devin Tower Trust dated May 6, 2002

Jon E. Rose, Trustee
of the Jon E. Rose Trust

RESIGNATION

The undersigned hereby resign as Managers and/or Managing Members of Federal Goldenrod, LLC (the "Company") effective upon the closing of the sale by Kenneth Barber, Devin Tower, Trustee of the Devin Tower Trust dated May 6, 2002, Lightco Limited Partnership and Jon Rosa, Trustee of the Jon E. Rose Trust (the "Selling Members") to ESA Goldenrod, LLC, a Florida limited liability company and/or its assigns ("Buyer") of all such Selling Members' rights, title and interest as Members or Managing Members of the Company:

Managers:

Kenneth Barber; Charles Lichtigman; Devin Tower; and Jon Rose

Managing Members:

Kenneth Barber; Lightco Limited Partnership; Devin Tower, Trustee of the Devin Tower Trust dated May 6, 2002; and Jon E. Rose, Trustee of the Jon E. Rose Trust

Dated as of the 10th day of October, 2005.

MANAGERS:

Kenneth Barber

Charles Lichtigman

Jon Rose

Devin Tower

MANAGING MEMBERS:

Lightco Limited Partnership
A Nevada limited partnership

By: Charles Lichtigman, General Partner

Devin Tower, Trustee
of the Devin Tower Trust dated May 6, 2002

Jon E. Rosa, Trustee
of the Jon E. Rose Trust

RESIGNATION

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Managers:

Kenneth Barber; Charles Lichtigman; Devin Tower; and Jon Rose

Managing Members:

Kenneth Barber; Lightco Limited Partnership; Devin Tower, Trustee of the Devin Tower Trust dated May 6, 2002; and Jon E. Rose, Trustee of the Jon E. Rose Trust

Dated as of the 10th day of October, 2005.

MANAGERS:

Kenneth Barber



Charles Lichtigman

Jon Rose


Devin Tower

MANAGING MEMBERS:

Lightco Limited Partnership
A Nevada limited partnership

By: 
Charles Lichtigman, General Partner


Devin Tower, Trustee
of the Devin Tower Trust dated May 6, 2002

Jon E. Rose, Trustee
of the Jon E. Rose Trust