

Division of Corporations

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W02000012051

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

MARTEO & ASSOCIATES, PL

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

W02-12051
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
MARTEO & ASSOCIATES, PL**

A Florida Professional Limited Liability Company

1. The Articles of Organization of Marteo & Associates, PL were filed May 17, 2002.
2. The Articles of Organization are to be amended and restated in its entirety by the following Amended and Restated Articles of Organization adopted by the limited liability company:

ARTICLE 1

NAME

The name of this Limited Liability Company is: Martin & Associates, PL.

ARTICLE 2

DURATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing and the street address of the principal office of the limited liability company is 1440 Nova Road, Suite 301, Holly Hill, Florida 32117. The name and address of the registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Ave., Daytona Beach, FL 32114.

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ARTICLE 4

MANAGEMENT

The company is to be a manager-managed company. The name and address of its Manager is:

Douglas Martin
1440 Nova Road
Suite 301
Holly Hill, FL 32117

ARTICLE 5

PURPOSE OF ORGANIZATION

The company is organized for the purpose of providing accounting, tax, consulting and other services that may be provided by a professional limited liability company under the laws of the State of Florida.

ARTICLE 6

CONTINUATION OF BUSINESS

Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

ARTICLE 7

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the prior written consent of the Manager. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

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IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these amended and restated articles of organization this 11 day of December, 2002.


Douglas Martin, Managing Member

FILED
JUN 2 2003
COURT CLERK
JULY 2 2003

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**


Pursuant to Section 608.415 Florida Statutes, MARTIN & ASSOCIATES, PL, hereby designates PALMETTO CHARTER SERVICES, INC., 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.


Douglas Martin, Managing Member

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of MARTIN & ASSOCIATES, PL for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a Florida corporation


By: John P. Ferguson
Its: Vice President