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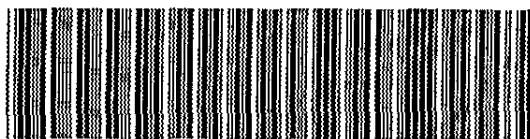
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN - 5 2003

Martin & Associates, PL

Certified Public Accountants & Business Advisors

May 28, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed please find the "Amended and Restated Articles of Organization" for my company. The old name was "Marteo and Associates, PL". The new name is "Martin and Associates, PL". **Please change your records to reflect this change immediately.** I have enclosed the required \$25 fee.

If you have any questions, please do not hesitate to call me at 386-252-6075. Thank you for your assistance with this matter.

Sincerely,



Doug Martin, CPA
Member

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TALLAHASSEE, FLORIDA

**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

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DR. JON C. CORPORATIONS
TALLAHASSEE, FLORIDA

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.

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

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WRITTEN ACTION OF ORGANIZER,
MEMBER,
AND MANAGER OF
MARTEO & ASSOCIATES, PL
a Florida Professional Limited Liability Company

The undersigned, being the organizer, member, and manager of the above company, hereby take the following written actions in the order set forth herein in lieu of holding a meeting regarding same, all pursuant to the terms of §§608 and 621, Florida Statutes:

1. Certificate of Organization: The company's Articles of Organization were duly filed in the office of the Secretary of State of the State of Florida. It is the desire of the member and manager to amend and restate the Articles of Organization in accordance with the Amended and Restated Articles of Organization attached hereto and incorporated herein as Exhibit A.

2. Interest Ownership: The organizer of the company, William S. DeMatteo, hereby acknowledges the issuance of a 100% interest in the company to Douglas Martin. An appropriate ownership certificate shall be issued as soon as possible, and for all purposes, Douglas Martin is the sole member of the company holding a 100% interest in the company effective immediately.

3. Appointment of Manager: Douglas Martin is hereby appointed Manager of the company until his successors are duly elected and seated.

DATED: 12-11-02



William S. DeMatteo, Organizer



Douglas Martin, Member/Manager

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