

U030000011735

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U03-11735

Aviles-Yaeger Law Office, PLLC
Attorneys and Counselors at Law

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Facsimile (407) 679-0348

Ada Aviles-Yaeger, Esquire

Of Counsel:
Betty A. Brown, Esquire

Jodie Barbosa, Legal Assistant

October 31, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: CMT GRAPHIC DESIGNS, LLC

To Whom It May Concern:

Enclosed please find the Amended and Restated Articles of Organization for the above-mentioned Limited Liability Company. Also enclosed is check number 1053 in the amount of \$25.00 for the refilling fees.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Ada Aviles-Yaeger

/jb

Enclosures: Amended Restated Articles
Check # 1053



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 6, 2003

ADA AVILES-YAEGER
639 CARNATION DRIVE
WINTER PARK, FL 32792

SUBJECT: CMT GRAPHIC DESIGNS, LLC
Ref. Number: L03000011735

We have received your document for CMT GRAPHIC DESIGNS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the amended and restated articles of organization you must restate everything.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 403A00060609

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CMT GRAPHIC DESIGNS, LLC**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Amended and Restated Articles of Organization for such Company:

FIRST: The date of filing the articles of organization was April 2, 2003

SECOND: The following amendments to the articles of organization were adopted by the limited liability company.

**ARTICLE I
OFFICE AND MAILING ADDRESS**

The principal office of CMT Graphic Designs, LLC (hereinafter referred to as "Company") in the State of Florida will be located at **1610 Puritan Ave., Winter Park, Florida 32792**. The mailing address is 1610 Puritan Ave., Winter Park, Florida 32792. The Company may have other offices within the state of Florida, as the Member may designate or as the business of the Company may require. The registered office of the Company required by the Florida Limited Liability Act to be maintained in the state of Florida may be, but need not be, identical with the principal office, and may be changed from time to time by the Member.

**ARTICLE II
PURPOSE**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real property, and do all other acts incident and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company.

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04 JAN -5 PM 5:11
CLERK OF CIRCUIT COURT
JAN 5 2004

**ARTICLE III
DURATION OF THE COMPANY**

The Company will commence on April 1, 2003 and will continue for a perpetual term unless terminated by the Members.

**ARTICLE IV
CAPITAL CONTRIBUTIONS
UNITS OF EQUITY OWNERSHIP**

The undersigned owner (hereinafter individually referred to as "Member" agree to share in all post formation capital contributions, profits, and surplus of the Company according to the percentage of their ownership. **Justin Hart has been removed as member** and now Candace W. Tidwell owns an undivided interest in the business and company as follows:

Candace W. Tidwell

100%

A. First Lien. The Company shall have first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

B. Restrictions on Disposition of Units. No Member of this Company, except for Candace W. Tidwell shall sell, transfer, convey, pledge, give, bequeath, distribute, or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 90% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

C. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The address of the initial Registered Office of the Company is 1610 Puritan Ave., Winter Park, Florida 32792, and the name of the initial Registered Agent is Stephen M. Tidwell.

**ARTICLE VI
DIVISION OF PROFITS AND LOSSES
AND PARTICIPATION IN DISTRIBUTIONS**

The Members will own an interest in the Company as set forth in **Article IV**, entitled "Capital Contributions."

**ARTICLE VII
MANAGEMENT**

The Company is to be managed by Candace W. Tidwell as member-manager ("Manager") from the effective date of this Agreement.

**ARTICLE VIII
BANKING**

All funds of the Company will be deposited in its name in the checking account or accounts as shall be designated by the Manager. All withdrawals are to be made on checks which must be signed by the Manager or designated authorized signatories on the Company's bank account.

**ARTICLE IX
ORGANIZERS**

The names and addresses of the organizers are:

Candace W. Tidwell
1610 Puritan Ave.
Winter Park, Florida 32792

Stephen M. Tidwell
1610 Puritan Ave.
Winter Park, Florida 32792

All of the organizers are natural persons over the age of twenty-one years.

**ARTICLE X
DISSOLUTION AND WINDING UP**

A. Dissolution. The Company may only be dissolved and its affairs wound up at any time by the Candace W. Tidwell in which event the Member will proceed with reasonable promptness to liquidate the Company.

B. Effects of Assets on Dissolution. Upon dissolution, the Company shall cease carry on as distinguished from the winding up of the Company business, but the Company is not terminated, instead it continues until the winding up of the affairs of the Company is completed and the Certificate of Dissolution has been issued by the

Secretary of State. The assets of the Company will be distributed in the following order:

1. To pay or provide for the payment of all Company liabilities to creditors other than the Member, and liquidating expenses and obligations;
2. To pay debts owing to Member other than for capital and profits;
3. To pay debts owing to Member in respect to capital; and
4. To pay debts owing to Member in respect to profits.

C. Winding Up and Certificate of Dissolution. The winding up of a limited liability company shall be completed when all debts, liabilities, and obligations of the limited liability company have been paid and discharged or reasonably adequate provisions therefor has been made, and all of the remaining property and assets of the limited liability company have been distributed to the members. Upon completion of winding up the Company, a certificate of dissolution shall be delivered to the Secretary of State for filing. The certificate of dissolution shall set forth the information required by the Act.

ARTICLE XI

AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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.

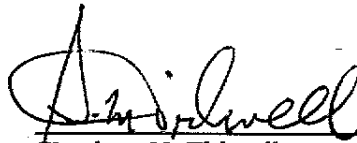
**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30th day of November 2003 by Candace M. Tidwell, who is personally known to me.


Candace M. Tidwell, LLC Member

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30th day of November, 2003 by Stephen M. Tidwell, who is personally known to me.


Stephen M. Tidwell, as Agent

Notary Public Signature and Seal