

W03 0000 17164

(Requestor's Name)

JUMPING JAX TAX INC
1940 HARRISON ST STE 201B
HOLLYWOOD FL 33020-5072

(City/State/Zip/Phone #)

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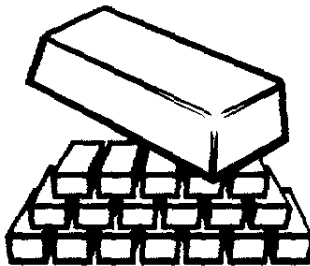
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04 MAY -6 AM 11:57

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5/13
JMS

THE AMENDED AND RESTATED ARTICLES OF ORGANIZATION
For
EVERTON SPAULDING, P.L.
(A Florida Professional Limited Liability Company)



PREAMBLE

Everton Spaulding, who holds 100% of the interest of this Florida Limited Liability Company, adopted these Amended and Restated Articles of Organization for ALLYJHAN ENTERPRISES, LLC, Florida Document L03000017164, on 15 April 2004, following § 608.411, Florida Statutes.

FILED
04 MAY -6 AM 11:57
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

Article I. The Name of this Florida Professional Limited Liability Company

Section 1.01 The name of this Florida Professional Limited Liability Company is **EVERTON SPAULDING, P.L.**

Article II. The Mailing Address and Street Addresses of the Principle Office of this Florida Limited Liability Company.

Section 2.01 The mailing and street addresses of the principal office of this Florida Professional Limited Liability Company is **4821 SW 163rd AVE., SOUTHWEST RANCHES, FL 33331-1429.**

Article III. Duration

Section 3.01 This Florida Professional Limited Liability Company **SHALL DISSOLVE 31 DECEMBER 2103** following these Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company, unless amended by the Majority-in-Interest of the Members of this Florida Professional Limited Liability Company by 1 October 2103, in accordance with the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

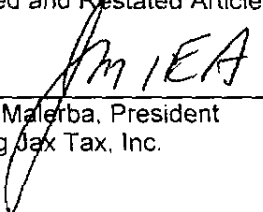
Article IV. Purpose

Section 4.01 This Florida Professional Limited Liability Company shall engage in real estate sales or related real estate services as defined under §§621.03(1) and 621.03(3), Florida Statutes and other related provisions following the Florida Professional Service Corporation and Limited Liability Company Act. No limited liability company under the Professional Service Corporation and Limited Liability Company Act shall engage in any business other than the rendering of professional services for which it is specifically organized; provided, however, nothing in this act or in any other provisions of existing Florida law applicable to Florida limited liability companies shall be interpreted to prohibit such a limited liability company from investing its funds in real estate, mortgages, stocks, bonds, mutual funds or any other type of investment, or from owning real or personal property necessary for the rendering of professional services.

Article V. The Registered Agent of this Florida Professional Limited Liability Company

Section 5.01 Resignation of the Initial Registered Agent

- (a) The initial Registered Agent, Jumping Jax Tax, Inc., hereby resigns effective with filing of these Amended and Restated Articles of Organization with Florida Department of State.



John J. Malerba, President
Jumping Jax Tax, Inc.

Section 5.02 The Designation of the New Registered Agent.

- (a) The Name and Street Address of the **NEW REGISTERED AGENT** of this Florida Professional Limited Liability Company is **Everton Spaulding** and the street address is **4821 SW 163rd AVE., SOUTHWEST RANCHES, FL 33331-1429.**
- (b) As Registered Agent, Everton Spaulding accepts service of process for the above Florida Professional Limited Liability Company at the street address designated in these Amended and Restated Articles of Organization. He accepts his appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act and the Professional Service Corporation and Limited Liability Company Act, relating to the proper and complete performance of his duties. Everton Spaulding is familiar with and accepts the obligations of Registered Agent for this Florida Professional Limited Liability Company.



Everton Spaulding, President
Registered Agent

Article VI. Members of this Florida Professional Limited Liability Company

Section 6.01 Members must be real estate professionals.

Section 6.02 **Everton Spaulding is the Sole Member of this Florida Limited Liability Company who owns 100% of the Interest of this Company effective with the filing date of these Amended and Restated Articles of Organization.**

Section 6.03 The Majority-in-Interest of the Members of this Florida Professional Limited Liability Company must approve admission of additional Members in accordance with the Professional Service Corporation and Limited Liability Company Act and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Article VII. Management

Section 7.01 This Florida Professional Limited Liability Company is Member-Managed effective with the filing of these Amended and Restated Articles of Organization by consent of the Majority-in-Interest of the Members.

Section 7.02 All Members are Managing Members following the Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Section 7.03 The term "Managing Member" used in the Florida Limited Liability Company Act refers to Members in this Florida Professional Limited Liability Company.

Article VIII. Officers

Section 8.01 **Everton Spaulding is the President of this Florida Professional Limited Liability Company by consent of the Majority-in-Interest of the Members.** He shall exercise the enumerated powers within the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Section 8.02 The Majority-in-Interest of the Members may delegate other Officers for this Florida Limited Liability Company following the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Article IX. The Effective Time and Date of Commencement of this Florida Professional Limited Liability Company

Section 9.01 The effective time and date of commencement of this Florida Professional Limited Liability Company was 13 May 2003.

Article X. Indemnification of Members, Registered Agents, Authorized Representatives, Employees, or Other Agents of the Florida Limited Liability Company

Section 10.01 This Florida Professional Limited Liability Company shall indemnify and hold harmless any Member, any Registered Agent, any Authorized Representative, any Employee or any other Agent from and against all claims and demands with restrictions imposed by these Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

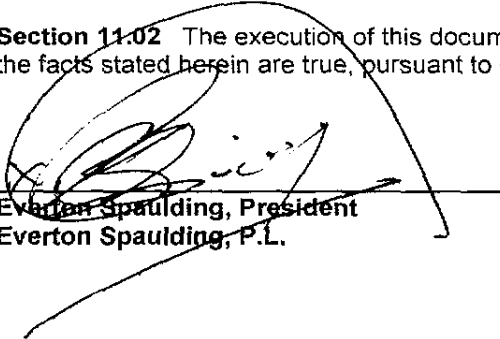
Section 10.02 Indemnification shall not be made to or on behalf of any Member, any Registered Agent, any Authorized Representative, any Employee, or any other Agent if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Registered Agent, Authorized Representative, Employee, or other Agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent derived an improper personal benefit; or willful misconduct or a conscious

disregard for the best interests of this Florida Professional Limited Liability Company in a proceeding by, or in the right of this Florida Professional Limited Liability Company to procure a judgment in it favor or in a proceeding by or in the right of a Member; or in the case of a Member of this Florida Professional Limited Liability Company, a circumstance under which the liability provisions of § 608.426, Florida Statutes are applicable.

Article XI. Approval and Execution by the Sole Member who holds 100% of the Interest this Florida Professional Limited Liability Company.

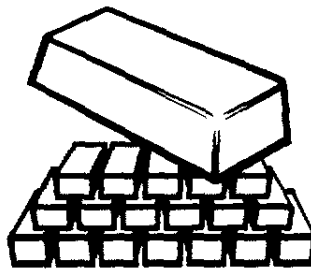
Section 11.01 These Amended and Restated Articles of Organization have been approved by the Majority-in-Interest of the Members of this Florida Professional Limited Liability Company.

Section 11.02 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to § 608.408(3), Florida Statutes.


Everton Spaulding, President
Everton Spaulding, P.L.

FILED
04 MAY -6 AM 11:57
TALLAHASSEE, FLORIDA

THE AMENDED AND RESTATED ARTICLES OF ORGANIZATION
For
EVERTON SPAULDING, P.L.
(A Florida Professional Limited Liability Company)



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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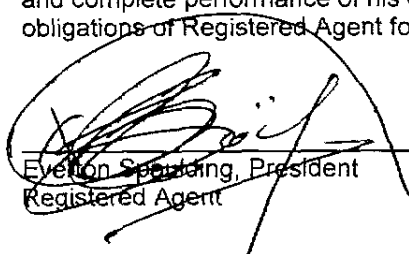
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John J. Malemba, President
Jumping Jax Tax, Inc.

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Everton Spaulding, President
Registered Agent

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Section 6.02 **Everton Spaulding is the Sole Member of this Florida Limited Liability Company who owns 100% of the Interest of this Company effective with the filing date of these Amended and Restated Articles of Organization.**

FILED
04 MAY -6 AM 11:57
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Section 6.03 The Majority-in-Interest of the Members of this Florida Professional Limited Liability Company must approve admission of additional Members in accordance with the Professional Service Corporation and Limited Liability Company Act and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Article VII. Management

Section 7.01 This Florida Professional Limited Liability Company is Member-Managed effective with the filing of these Amended and Restated Articles of Organization by consent of the Majority-in-Interest of the Members.

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Section 10.01 This Florida Professional Limited Liability Company shall indemnify and hold harmless any Member, any Registered Agent, any Authorized Representative, any Employee or any other Agent from and against all claims and demands with restrictions imposed by these Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

Section 10.02 Indemnification shall not be made to or on behalf of any Member, any Registered Agent, any Authorized Representative, any Employee, or any other Agent if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Registered Agent, Authorized Representative, Employee, or other Agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent derived an improper personal benefit; or willful misconduct or a conscious

disregard for the best interests of this Florida Professional Limited Liability Company in a proceeding by, or in the right of this Florida Professional Limited Liability Company to procure a judgment in it favor or in a proceeding by or in the right of a Member; or in the case of a Member of this Florida Professional Limited Liability Company, a circumstance under which the liability provisions of § 608.426, Florida Statutes are applicable.

Article XI. Approval and Execution by the Sole Member who holds 100% of the Interest this Florida Professional Limited Liability Company.

Section 11.01 These Amended and Restated Articles of Organization have been approved by the Majority-in-Interest of the Members of this Florida Professional Limited Liability Company.

Section 11.02 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to § 608.408(3), Florida Statutes.


Everton Spaulding, President
Everton Spaulding, P.L.

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04 MAY -6 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA