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2005 MAY -9 P 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

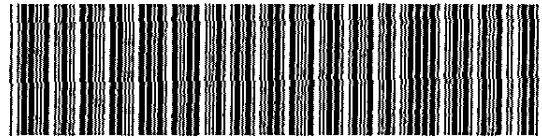
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Law Offices

Scholl & Venditti, LLC

600 E. Tarpon Avenue

Tarpon Springs, FL 34689

Phone (727) 937-3111

Fax (727) 938-9575

FILED Donald B. Scholl, Esq.
don@tarponlaw.com

2005 Richard A. Venditti, Esq.
Richard@tarponlaw.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2005

Amended/Restated Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314


RE: Scholl & Venditti, LLC / Scholl & Venditti P.L.

Gentlemen:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for the above-named corporation. Also, enclosed is our firm check in the amount of \$25.00 to cover the amended filing fee. Please return the certified copy of the Amended and Restated Articles of Incorporation to the undersigned once filed.

Should you have any questions, please advise.

Yours truly,



Richard A. Venditti

/gs
Enclosure

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

SCHOLL & VENDITTI P.L.

2005 MAY -9 P 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF ORGANIZATION forming a professional limited liability company under the Florida Professional Limited Liability Company Act, Florida Statutes Chapter 621, are made and executed as of the 25th day of April, 2005, by the undersigned persons.

The undersigned, as the managing member of SCHOLL & VENDITTI, LLC, a Florida Limited Liability Company, does hereby subscribe to these Amended and Restated Articles of Organization which will be effective upon the filing of this document with the Secretary of the State of Florida.

All Amendments included herein were adopted pursuant to Section 608.411, F.S. and there is no discrepancy between the Company's Articles of Organization as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

This Amendment has been approved by unanimous consent of all of the Members of the Company who are entitled to vote.

This Amendment has been adopted effective April 25, 2005.

Effective upon such filing, the following shall constitute the sole Articles of Organization for the Company:

ARTICLE I - NAME

The name of the Company shall be SCHOLL & VENDITTI, P.L.

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be a term of (30) years, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.

ARTICLE III - NATURE OF BUSINESS

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The purpose of this limited liability company is to practice the profession of law. The sole and exclusive professional service to be rendered by the Company is to provide legal services to the general community. The areas of law firm practices shall not be limited. In addition to above, the law firm shall be entitled to a) to purchase, lease, sell, own and operate, and to finance the acquisition and operation of personal property; b) to incur indebtedness, secured or unsecured, for any of the purposes of the law firm; c) to engage in any other lawful business activity permitted under the laws of the State of Florida.

ARTICLE IV - Principal Office

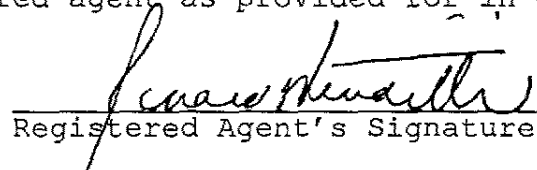
The principal address of the Company's office is 600 East Tarpon Avenue, Tarpon Springs, Florida 34689.

ARTICLE V - Registered Agent

The name, street address, and signature of the Company's initial registered agent are as follows:

Richard A. Venditti
600 East Tarpon Avenue
Tarpon Springs, Florida 34689

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE VI - Substitute Service of Process

If the registered agent has resigned, the registered agent's authority has been revoked, or the registered agent cannot be

found or served with the exercise of reasonable diligence when service shall be made according to the then prevailing statute under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VII - Management

The management of the Company is reserved to Managers to be selected by the Members. The first such Managers, who shall serve as such Managers until the first meeting of the Members or until their successor is elected, are:

Donald E. Scholl
600 E. Tarpon Avenue
Tarpon Springs, FL 34689

Richard A. Venditti
600 E. Tarpon Avenue
Tarpon Springs, FL 34689

The undersigned hereby affirm that they are the Members of the Company and that the facts stated in the foregoing Articles of Organization are true. The address of each of the Members is the same as the address of the Managers, above.


DONALD E. SCHOLL



RICHARD A. VENDITTI

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Organization was subscribed, sworn to, and acknowledged before me this 29th day of April, 2005, by DONALD E. SCHOLL, as a Member of the professional limited liability company identified above, and he affirmed to me that the facts stated in the foregoing Articles of Organization are true.



Gail A. Stormes
My Commission DD228856
Expires July 02, 2007


Notary Public, State of
Florida

My Commission expires:

FILED

STATE OF FLORIDA)

2005 MAY -9 P 12:49

COUNTY OF PINELLAS)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF
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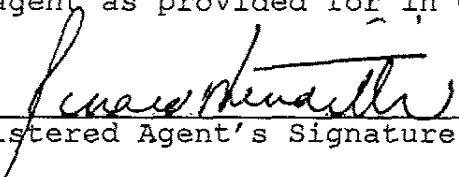
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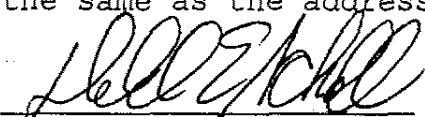
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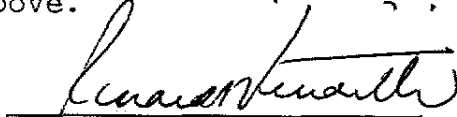
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RICHARD A. VENDITTI

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Gail A. Stormes
My Commission DD226856
Expires July 02, 2007


Notary Public, State of
Florida

My Commission expires:

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COUNTY OF PINELLAS)

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