

L03000044179

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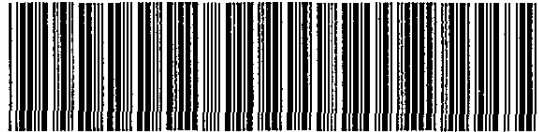
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. M. HAN DEC 29 2004

A/C BY MIKE B, LLC
10908 S.E. 55th Avenue
Bellevue, FL 34420-3372
(352) 288-0670

December 9, 2004

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Registration Section
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

re: A/C BY MIKE B, LLC, #L03000044179

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Amendment to Articles of Organization on behalf of A/C BY MIKE B, LLC. I have also enclosed a check in the amount of \$55.00 to cover the costs as follows:

\$30.00 : Filing fee

25.00 : Certified copy charge

Please forward a certified copy of the Articles of Amendment to Articles of Organization to the name and address as showing above in the letterhead, and should you have questions or need for further information please feel free to contact me.

Sincerely,



MICHAEL B. BISSONETTE

encl.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
A/C BY MIKE B, LLC
a Florida Limited Liability Company**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to Section 608.411, Florida Statutes, the undersigned limited liability company hereby submits the following Articles of Amendment for the purpose of *amending its Articles of Organization.*

FIRST

The Articles of Organization were filed on NOVEMBER 13, 2003 and assigned Document Number L03000044179.

SECOND

The following amendment(s) to the Articles of Organization were adopted by the limited liability company:

ARTICLE I

NAME : The name of the limited liability company shall be A/C BY MIKE B, LLC (referred to as "company" herein).

ARTICLE II

PRINCIPAL OFFICE : The initial street and mailing addresses, one and the same, of this company are 10908 S.E. 55th Avenue, Belleview, FL 34420-3372.

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ARTICLE III

TERM OF EXISTENCE : This company is to exist perpetually commencing at 12:01 A.M., November 12, 2003; said date of commencement as originally requested of and granted by the Secretary of State.

ARTICLE IV

TERMINATION OF EXISTENCE - MEMBER'S RIGHT TO CONTINUE BUSINESS : The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the company unless the business of the company is continued by the consent of all remaining members, and provided that there is at least one remaining member.

ARTICLE V

ADMISSION OF NEW MEMBERS : No additional members shall be admitted to the company except with the unanimous written consent of all of the current members of the company and on such terms and conditions as determined by them at that time. A member may transfer his or her interest in the company as set forth in the regulations of the company, however the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the other members of the company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

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ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS : Each member shall make additional capital contributions to the company only on the unanimous consent of all of the current members.

ARTICLE VII

INITIAL MANAGERS : The company shall be managed by the members in accordance with the regulations adopted by all of the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Amendment to the Articles of Organization. **The names and addresses of the initial managers of the company are:**

MICHAEL B. BISSONETTE

10908 S.E. 55th Avenue, Belleview, FL 34420-3372

SUSAN L. BISSONETTE

10908 S.E. 55th Avenue, Belleview, FL 34420-3372

The initial managers shall serve until the first Annual Meeting of members or until his or her successor(s) is/are elected and qualified, or until a manager's death or resignation.

ARTICLE VIII

INITIAL MEMBERS : The names and addresses of the Initial Members of the company who will be contributing initially cash and/or property valued at \$1,000.00 to the company are:

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MICHAEL B. BISSONETTE

10908 S.E. 55th Avenue, Belleview, FL 34420-3372

SUSAN L. BISSONETTE

10908 S.E. 55th Avenue, Belleview, FL 34420-3372

ARTICLE IX

REGULATIONS : The regulations of this limited liability company may only be adopted, amended, altered, or repealed by the unanimous vote of the members.

ARTICLE X

AMENDMENT : This limited liability company reserves the right to amend, alter, or repeal any provision contained in these Articles of Amendment to Articles of Organization, in accordance with the **Florida Limited Liability Company Act**.

ARTICLE XI

LIMITATION OF LIABILITY : No person who is serving or who has served as a manager of the company shall be personally responsible to the company or any of its members for monetary damages for breach of duty as a manager, except for liability with respect to 1) acts or omissions that the manager at the time of such breach knew were clearly in conflict with the best interests of the company, 2) any transaction from which the manager derived an improper personal benefit, and/or 3) acts or omissions with respect to which the **Florida Limited Liability Company Act** does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a manager's reasonable compensation or other reasonable incidental benefit for

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or on account of his or her service to the company service as a manager, employee, independent contractor, attorney, or consultant of the company. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Amendment to Articles of Organization inconsistent with this article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE XII

PURPOSE OF COMPANY : The purpose and general nature of the business to be transacted by this company is to manufacture, buy or otherwise acquire, own, hold, manage, improve, mortgage, pledge, lease, sell, convey, exchange, assign, transfer or otherwise dispose of, and to invest, trade, and deal in and with goods, wares, merchandise, real and personal (tangible or intangible) property and services of every class, kind, and description in accordance with any and all provisions contained under the **Florida Statutes** as may be applicable to each and every activity of the company.

IN ADDITION to the above, the company shall have power:

(1) **to conduct business**, have one or more offices and/or locations, buy or otherwise acquire, hold, manage, improve, mortgage, pledge, lease, sell, convey, exchange, assign, transfer or otherwise dispose of property, be it real or personal (including tangible and/or intangible, to include but not limited to franchises, patents, copyrights, trademarks and licenses), wherever situate, **within the State of FLORIDA, within any other state, territory, district, and/or possession of the United States, and/or within any foreign country, and/or any government thereof; and**

(2) **to contract debts and borrow money**, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of company property and/or other instruments to secure the payment of

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company indebtedness as required; and

(3) to buy or otherwise acquire the assets of any other limited liability company and/or business entity and engage in the same and/or other character of business; and

(4) to guarantee, endorse, buy or otherwise acquire, hold, manage, mortgage, pledge, sell, convey, exchange, assign, transfer or otherwise dispose of the units thereof, or any bonds, securities or other evidence of indebtedness created by any other limited liability company of the State of FLORIDA and/or any other state, territory, district, or possession of the United States and/or foreign country, and/or any government thereof, and while owner of such units to exercise any and all of the rights, powers, and privileges of ownership to include, but not limited to the right to vote such units; and

(5) to engage in any and all other activity and/or business, to include but not limited to joint ventures and/or partnerships (as a limited or general partner) whatever permitted under the laws of the United States and of the State of FLORIDA, and wherever situate, within any state, territory, district, or possession of the United States and/or within any foreign country, and/or any government thereof.

ARTICLE XIII

DESIGNATION OF REGISTERED AGENT : In accordance and compliance with the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company, with principal office located at 10908 S.E. 55th Avenue, City of Belleview, County of Marion, and State of FLORIDA 34420-3372, currently organized and operating under the laws of the State of FLORIDA, hereby designates DANIEL J. WADE, located at 3391 E. Silver Springs Boulevard, Suite F, City of Ocala, County of Marion, and State of FLORIDA 34470 as its

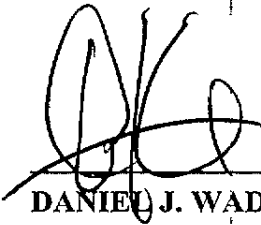
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Registered Agent to accept service of process on its behalf within the state.

I, **DANIEL J. WADE**, having been designated as **Registered Agent for this limited liability company** with its principal office as shown above, am familiar with and willingly, by my own free act and deed, accept the obligations and responsibilities as Registered Agent for said company. Furthermore, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and hereby acknowledge my acceptance of said position on behalf of this company by affixing my signature where indicated below.



DANIEL J. WADE

ARTICLE XIV

SPECIAL PROVISIONS : The following **special provisions** that shall be applicable to this company are:

(1) that the **fiscal year** of this company shall be January 1 through December 31, and

(2) that the **members** of this company, and on behalf of such company, may elect tax treatment either as a partnership, corporation, "S" corporation, or as a disregarded entity (sole proprietor), and will do, or cause to do such things as deemed necessary in order to properly effectuate said election in full compliance with any/all federal, state, local, and/or other tax statutes as may be applicable.

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IN WITNESS WHEREOF, each undersigned member has executed these Articles of Amendment to Articles of Organization, this 9th day of December, 2004.


MICHAEL B. BISSONETTE


SUSAN L. BISSONETTE

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT


STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgements within the state and county set forth above, personally appeared

MICHAEL B. BISSONETTE and SUSAN L. BISSONETTE,

known to be and known by me to be the persons who executed the foregoing Articles of Amendment to Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal within the state and county aforesaid, **this 9th day of December, 2004.**



Notary Public

State of FLORIDA at large

My commission expires:

