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BARBARA

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**LIMITED LIABILITY AMENDMENT**

**AMERICAN CONSULTING PROFESSIONALS OF NEW YORK, P.E.**

Certificate of Status	0
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
AMERICAN CONSULTING PROFESSIONALS OF NEW YORK, P.L.**

The undersigned, acting as an authorized representative of the initial member of American Consulting Professionals of New York, P.L. (the "Company"), under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, *Florida Statutes*, and pursuant to §608.411, *Florida Statutes*, hereby files the Company's Amended and Restated Articles of Organization.

1. The Company's current Articles of Organization, filed February 12, 2004, are hereby amended in their entirety and, as so amended, restated to read as follows:

**ARTICLE I  
NAME**

The name of this professional limited liability company is American Consulting Professionals of New York, P.L. and its principal office and mailing address is 4111 O'Lakes Boulevard., Suite 210, Land O' Lakes, Florida 34639.

**ARTICLE II  
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

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TALLAHASSEE, FLORIDA

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ARTICLE III  
PURPOSE OF ORGANIZATION

The Company is organized to enable its members to engage in the practice of engineering with such usual operations in the purchase, ownership, and disposition of properties, maintenance of records, and other conduct of their affairs, which are incidental to the practice of engineering, and related services. In addition, the Company may engage in any other business allowed to be engaged in by a professional limited liability company under Florida law.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is Mindy L. Carreja.

ARTICLE V  
MANAGEMENT OF THE COMPANY

The Company shall be a manager managed professional limited liability company. The name and title of the person who shall serve as the sole initial Manager of the Company until the first meeting of the members or until his successor is elected and qualified is:

<u>Name</u>	<u>Title</u>
Ryan R. Forrestel	Manager

The name and title of the person who is to serve as the sole initial officer of the Company until his successors are elected and qualifies:

<u>Name</u>	<u>Title</u>
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Ryan R. Forrestel

Principal

ARTICLE VI  
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VII  
INDEMNIFICATION

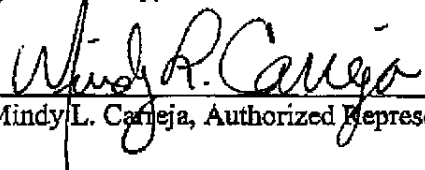
If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

\*\*\*\*\*

2. The foregoing Amended and Restated Articles of Organization were duly executed and are being filed in accordance with §608.411, *Florida Statutes*.

3. These Amended and Restated Articles of Organization shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the member of American Consulting Professionals of New York, P.L., has executed these Amended and Restated Articles of Organization this 20th day of February, 2004.

  
Mindy L. Canjeja, Authorized Representative

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