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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY AMENDMENT

CML PROPERTIES, LLC

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AMENDED AND RESTATED ARTICLES OF
ORGANIZATION
OF
CML PROPERTIES, LLC

The undersigned Member, for the purposes of Amending and Restating the Articles of Organization of CML PROPERTIES, LLC, , a Florida Limited Liability Company, (hereinafter "the Company"), whose Articles of Organization were filed on July 2, 2004, Pursuant to and in accordance with F.S. Chapter § 608.411, hereby Amends and Restates its Articles of Organization as follows:

ARTICLE I --NAME

The name of the limited liability company shall be:

CML PROPERTIES, LLC

ARTICLE II --ADDRESS

The mailing address and street address of the principal office of the Company is:

4622 Mount View Drive
Lakeland, Florida 33813

ARTICLE III --PURPOSE

The purpose of the Company is to purchase and sell, and to invest in, real property, and to further engage in every phase of any and all activities or business purposes permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or business as may be permitted in any foreign country.

ARTICLE IV --DURATION

The period of duration of the Company shall be perpetual, from the date of the filing of these Articles with the Secretary of State, unless the Company is dissolved earlier upon a determination by Members controlling more than 66% of the Percentage Interest Units, that the Company should be dissolved, or at such earlier time as provided by applicable law.

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ARTICLE V -REGISTERED AGENT

The name and address of the registered agent of the Company in the State of Florida are:

James A. Barrios, PL
255 North Kentucky Avenue, Suite 201
Lakeland, Florida 33801

ARTICLE VI -STRUCTURE OF THE COMPANY

Membership interests in the Company shall be measured in Percentage Interest Units, each Percentage Interest Unit to represent such amount of capital contributions as the Members unanimously determine. The Company is authorized to issue One Thousand Percentage Interest Units, which may be evidenced by certificates. The contents of such certificates shall be determined by the Members.

ARTICLE VII -MANAGEMENT AND CONTROL OF THE COMPANY

The company shall be managed by a manager ("Manager") in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company are:

C. Michael Ludwick
4622 Mount View Drive
Lakeland, FL 33813

ARTICLE VIII -VOTING RIGHTS

At any meeting of the Members, each Member entitled to vote shall have a number of votes equal to the number of Percentage Interest Units issued to the Member. Meetings of the Members may be called by Members representing in the aggregate, more than 50% of the Percentage Interest Units issued by the Company. The Company shall deliver or mail written notice stating the date, time and place of any meeting of the Members, and, when otherwise required by law, a description of the purposes for which the meeting is called, to each Member of record entitled to vote at the meeting, at such address as appears in the records of the Company, such notice to be mailed at least Ten (10), but not more than Forty-five (45) days, before the date of the meeting. Members may waive the notice requirements of the meeting. Members may further appear and vote by proxy, provided appointment of such proxy is in writing. At any meeting of the Members, presence of Members entitled to cast at least Fifty-one percent (51%)

of the total votes of all Member entitled to vote at such meeting constitutes a quorum.

ARTICLE IX - MAJOR DECISIONS

No act concerning a "Major Decision" shall be made or action taken by the Company, except by the consent of Members holding a super-majority of outstanding (issued) Percentage Interest Units ("Super Majority"). A Super Majority shall mean greater than Sixty-six percent (66%) of issued and outstanding Percentage Interest Units, and notice requirements shall be as provided in Article VIII. The following decisions or actions are deemed "Major Decisions" that require the consent of a Super Majority: selling, leasing, disposing of, granting a mortgage or deed of trust, or otherwise causing an encumbrance on, substantially all of the assets of the Company; admitting new members; the granting of options and rights of first refusal, or incurring indebtedness for borrowed money and refinancing existing indebtedness; lending money to, or guaranteeing the debts or other obligations of, a Member or any other Person; making tax elections and other decisions affecting the tax treatment of a Member; commingling of any Company monies with monies of any Member or maintaining any Company funds in other than an account in the Company; and other actions of similar magnitude and character. Notwithstanding the foregoing, the Manager is expressly authorized to execute all necessary documents on behalf of the Company to affect the sale of any single parcel of real property obtained by the Company for the express purpose of re-sale, even if such property represents substantially all of the assets of the Company at the time of the sale, and nothing in this section shall be read to prevent the Managers from doing so.

ARTICLE X - CAPITAL AND CAPITAL ACCOUNTS

Additional capital may be contributed to the Company, but only on the written consent of a Super Majority. No interest may be paid on Capital Contributions. An individual capital account ("Capital Account") must be established and maintained on behalf of each Member, including any additional or substituted Member who shall hereafter receive an interest in the Company. The Capital Accounts of each Member consists of the amount of cash the Member has contributed to the Company, plus the agreed fair market value of any property the Member has contributed to the Company, less any liabilities assumed by the Company or to which such property is subjected, plus the amount of profits or income allocated to such Member, less the amount of losses and deductions allocated to such members, less the amount of all cash distributed to such member, less the fair market value of any property distributed to such member, less such Members' share of any other expenditures which are not deductible by the Company for federal income tax purposes or which are not

allowable as additions to the basis of Company property, and subject to such other adjustments as may be required under the Internal Revenue Code.

ARTICLE XI -INITIAL MEMBERS; PERCENTAGE INTEREST UNITS

The names, addresses of the initial members, and the Percentage Interest Units held by each, are as follows:

NAME	ADDRESS	PERCENTAGE INTEREST UNITS
C. Michael Ludwick	4622 Mount View Drive Lakeland, FL 33813	50
Steffan D. Gibbs	832 S. Cedros Avenue Solana Beach, CA 92075	50
PERCENTAGE INTEREST UNITS ISSUED:		100
PERCENTAGE INTEREST UNITS NOT ISSUED:		900
TOTAL AUTHORIZED:		1,000

ARTICLE XII -ADMISSION OF NEW MEMBERS

Except as expressly provided otherwise herein or otherwise agreed, no additional members shall be admitted to the Company except with the written consent of Members controlling a Super Majority (over 66%) of the issued and outstanding Percentage Interest Units.

ARTICLE XIII -TRANSFERABILITY OF MEMBERS' INTEREST

Any Member shall have the right to assign that Member's interest in the Company upon such terms as such Member agrees, except that the assignee of such interest shall only be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned. However, such assignee may not become a member, unless approved pursuant to Article XII above, and therefore, such assignee may not exercise voting rights, or other rights reserved to the Members, unless admitted to the Company pursuant to Article XII.

ARTICLE XIV -MEMBERS' RIGHT TO CONTINUE BUSINESS

The business of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a Member or a Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company (including insanity, retirement, resignation, and expulsion of a Member or manager), though the Company may be dissolved under any of the

aforementioned circumstances, upon a Super Majority vote of all the remaining members, based upon such members' Percentage Interest Units.

ARTICLE XV - TAX MATTERS PARTNER

C. Michael Ludwick is designated as "Tax Matters Partner" of the Company for purposes of Section 6231(a)(7) of the Internal Revenue Code. The Tax Matters Partner may not choose a forum for the resolution of tax matters or extend any statute of limitation without the written consent of all of the Members. Furthermore, the Tax Matters partner shall, within ten (10) days of the receipt of any notice from the Internal Revenue Service in any demonstrative proceeding at the Company level relating to the determination of any Company item of income, gain, loss, deduction or credit, mail or otherwise deliver a copy of such notice to each Member.

ARTICLE XVI - LIABILITY OF MEMBERS

No Member shall have any personal liability with respect to the liabilities or obligations of the Company. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under these Articles of Organization, the Act, or under an Operating Agreement adopted by the Members, shall not be grounds for imposing personal liability on the Members for liabilities or obligations of the Company.

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ARTICLE XVII - LIABILITY OF MANAGERS

A Member acting in his or her capacity as a manager of the Company, or a Manager that is not a Member, shall not be personally liable to the Company or its Members for damages for any breach of duty in such capacity as a manager, except for damages resulting from actions or omissions by such manager, as to which there shall have been a judgment or other final adjudication that establishes that such acts or omissions were in bad faith, involved intentional misconduct or a knowing violation of law, or that such manager personally gained a financial profit or other advantage to which he, she or it was not legally entitled,

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or that with respect to a distribution, the Manager's acts were not performed in accordance with Florida Law.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization, at Lakeland, Polk County, Florida, this 2nd day of December, 2004.

C. Michael Ludwick
C. Michael Ludwick, Member

APR 18 2005
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ST. CLAIR COUNTY
TALLAHASSEE, FL

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