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NORTHPOINT 45TH LLC

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
NORTHPOINT 45TH LLC**

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of Northpoint 45th LLC, originally filed on October 25, 2004, are amended and restated in their entirety to read as follows.

ARTICLE I - NAME

The name of the limited liability company is Northpoint 45th LLC (the "Company").

ARTICLE II - ADDRESS

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

3616 Bowling Gate Lane
Nashville, Tennessee 37215

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective on the date of filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:
Driver, McAfee, Peck & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.


IN WITNESS WHEREOF, the undersigned authorized representative of the Company has executed the foregoing Amended and Restated Articles of Organization this 1st day of September, 2009.


Ben H. Willingham, III
Authorized Representative

ADOPTION OF AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The undersigned member hereby confirms that the foregoing Amended and Restated Articles of Organization were adopted and approved by the Company's members pursuant to Section 608.422(4), Florida Statutes, on September 3, 2009. The number of votes cast by the members for the amendments contained in the foregoing Amended and Restated Articles of Organization were sufficient for approval of the same.

UNITED EQUITIES, LLC


Print Name: Ben H. Willingham
Print Title: Manager

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ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: September 2, 2009

CONTEGA BUSINESS SERVICES, LLC

By: 

J. Jacob R. Peek, Executive Vice President

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