L04000091015

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December 29, 2004

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Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

<u>Via Hand Delivery</u>

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF ORGANIZATION**, along with a check in the amount of **$55.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

DSI MANAGEMENT, LLC
Document Number: L04000091015

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,

Jennifer Kobetitsch

Jennifer Kobetitsch
Office Administrator

JCK
Enclosures

FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DSI MANAGEMENT, LLC

Pursuant to Chapter 608.411, *Florida Statutes,* the undersigned hereby amends and restates the Articles of Organization of DSI MANAGEMENT, LLC (the "Company"), a Florida limited liability company formed under Chapter 608, *Florida Statutes*, on or about December 16, 2004, as follows:

EFFECTIVE 12/31/04

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ARTICLE I - NAME

The name of the Company is: DSI MANAGEMENT, LLC.

ARTICLE II - PURPOSES

The purposes for which the Company is organized are:

In particular, to operate for the exclusive benefit of the Company's member for its tax exempt purposes.

In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Company.

The purposes for which this Company is organized shall be limited to those which are strictly charitable. In no event shall this Company engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a any entity, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - MEMBERS

The Company shall have one (1) member. The sole member of the Company shall be Community Supports, Inc., a Florida not for profit corporation, whose address is 1095 West Morse Boulevard, Winter Park, Florida 32789.

ARTICLE V - TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE VI - MANAGEMENT

The management of the Company shall be reserved to its member.

ARTICLE VII - OPERATING REGULATIONS

The Company's Operating Regulations shall be approved by resolution adopted by the Company's member, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by the Company's member.

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF ORGANIZATION

Any provision contained in these Amended and Restated Articles of Organization may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by the Company's member, or (ii) any other manner provided by applicable law.

ARTICLE IX - DISSOLUTION

The Company may be liquidated or dissolved by: (i) resolution adopted by the Member, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the

Company, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Company, shall be distributed to, and only to, the Company's member. No part of the assets or the net earnings, current or accumulated, of the Company shall inure to the benefit of a private individual.

ARTICLE X - REGISTERED OFFICE AND AGENT

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

Kenneth H. Schultz
1095 West Morse Boulevard
Winter Park, Florida 32789

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, Florida Statues.

Registered Agent's Signature

ARTICLE XI - COMPANY'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of the Company shall be:

1095 West Morse Boulevard
Winter Park, Florida 32789

ARTICLE XII - EFFECTIVE DATE AND TIME

These Amended and Restated Articles of Organization shall be effective as of 11:59 p.m. EST on December 31, 2004 (the "Effective Date and Time").

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, COMMUNITY SUPPORTS, INC., the sole member of the Company as of the Effective Date and Time, hereby executes these Amended and Restated Articles of Organization of DSI MANAGEMENT, LLC, as of the 31st day of December, 2004.

COMMUNITY SUPPORTS, INC., a Florida not for profit corporation

By: ______________________
Kenneth H. Schultz, Its Secretary

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