

Division of Corporations

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L05000036045

Florida Department of State
Division of Corporations
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ELLIJAY FALLS, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ELLIJAY FALLS, LLC**

ELLIJAY FALLS, LLC, a Florida limited liability company, filed its original Articles of Organization with the Florida Department of State on April 12, 2005, and was assigned document number L05000036045.

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned, being an authorized representative of the members of the Company, pursuant to a resolution duly adopted by its members, hereby adopts the following Amended and Restated Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be ELLIJAY FALLS, LLC (the "Company").

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

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

101 Convention Center Drive
Suite 700
Las Vegas, Nevada 89109

ARTICLE III - EFFECTIVE DATE

This limited liability company was organized on April 12, 2005, and shall terminate as provided for in the Operating Agreement.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of the Company is:

Robert S. Forman
1715 Monroe Street
Fort Myers, FL 33901

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ARTICLE V - PURPOSE

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE VI - MANAGEMENT OF THE COMPANY

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following is the name and address of the Manager who shall serve as the Manager of the Company until its successor is elected and qualified:

AKM Global, Inc.
P.O. Box 27740
Las Vegas, NV 89126

ARTICLE VII - OPERATING AGREEMENT

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned, being an authorized representative of the Members of the Company, has duly executed these Amended and Restated Articles of Organization this 3rd day of December, 2008, and they are being filed in accordance with Section 608.411 of the Florida Statutes.



Robert S. Forman
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ELLIJAY FALLS, LLC
2. The name and address of the registered agent and office is:

Robert S. Forman
1715 Monroe Street
Fort. Myers, FL 33901

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.



Robert S. Forman, Registered Agent

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