

06/21/05 16:25 FAX

Division of Corporations

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8692
Fax Number : (407) 423-7014

LIMITED LIABILITY AMENDMENT

ZMG COVERED BRIDGE, LLC

Certificate of Status	0
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Page Count	02
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
ZMG COVERED BRIDGE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned Member of ZMG COVERED BRIDGE, LLC (the "Company") hereby executes and adopts the following Amended and Restated Articles of Organization pursuant to Chapter 608, Section 608.411, Fla. Stat. under the Florida Limited Liability Company Act which Amended and Restated Articles of Organization replace in their entirety the previously adopted Articles of Organization of Company filed with the Florida Secretary of State on May 12, 2005, effective as of May 10, 2005:

**ARTICLE I
NAME**

The name of the limited liability company is ZMG COVERED BRIDGE, LLC.

**ARTICLE II
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 688 Florida Central Parkway, Longwood, FL 32750, and the name of the initial registered agent of this Company at that address is RICHARD G. ZAJIN.

**ARTICLE III
DURATION**

The Company was formed as of May 10, 2005, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned Member of the Company has duly executed these Amended and Restated Articles of Organization as of the 20 day of June, 2005 and directs that these Amended and Restated Articles of Organization be filed in accordance with Section 608.411(5) Fla. Stat.

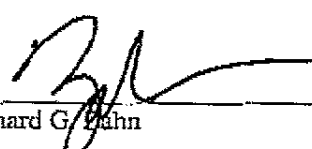
ZMG, CORP., a Florida corporation

By: 

Richard G. Zahn, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 in Chapter 608, Fla. Stat.


Richard G. Zahn

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TALLAHASSEE, FLORIDA

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