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ROD HOLDINGS, LLC

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FAX AUDIT # H060000111573

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ROD HOLDINGS, LLC

Pursuant to the provisions of Sections 608.407 and 608.411 of the Florida Statutes, this Florida limited liability company, Rod Holdings, LLC, desiring to amend and restate its Articles of Organization in their entirety which were filed on September 20, 2005, does certify as follows:

"ARTICLE I - NAME

The name of the Company is ROD HOLDINGS, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address of the principal place of the principal office of the Company in Florida is:

Post Office Box 579
Osprey, Florida 34228

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, develop, convert to condominiums, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436876

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the registered agent in Florida for the Company is as follows:

David M. Silberstein
720 South Orange Avenue
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Amended and Restated Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

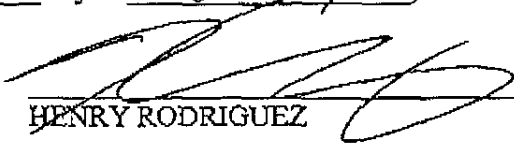
The Company is to be manager-managed as provided in the Operating Agreement. The name and address of the manager, who will serve as managers until the next annual meeting of Members or until his successor or successors are elected and qualified, are as follows:

Henry Rodriguez Post Office Box 579
Osprey, Florida 34228

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act."

Under penalties of perjury, I declare that I have read the foregoing Amended and Restated Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief, and they have been duly executed this 12 day of January, 2006.


HENRY RODRIGUEZ

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TALLAHASSEE, FLORIDA

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Jan-13-06 13:56

From-Kirk Pinkerton Law Firm

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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of ROD HOLDINGS, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 12 day of January, 2006.



DAVID M. SILBERSTEIN, Registered Agent

DMS...rod amended registered agt

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