

Division of Corporations

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EGAN FINANCIAL LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EGAN FINANCIAL LLC**

The undersigned, acting as an authorized representative of a member of Egan Financial LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State effective as of September 28, 2005, adopts the following Amended and Restated Articles of Organization of the Company:

ARTICLE I

Name

The name of the Company is Egan Financial LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is 601 Cleveland Avenue, Suite 600, Clearwater, Florida 33755.

ARTICLE III

Registered Agent and Office

The street address of the initial registered office of the Company is 601 Cleveland Avenue, Suite 600, Clearwater, Florida 33755, and the name of its initial registered agent at that address is Joseph P. Egan.

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411 of the Florida Statutes and have been duly executed by the undersigned authorized representative of a member of the Company on January 3, 2007.

By: /s/ Panos Vasiloudes

Panos Vasiloudes

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