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TALLAHASSEE, FLORIDA

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# DAVID LANIGAN, P.A.

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November 22, 2005

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF JLS  
INVESTMENTS, LLC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

Dear Sirs:

Enclosed are:

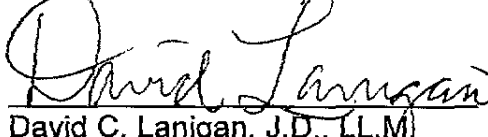
1. The **original** of the "Amended and Restated Articles of Organization of JLS INVESTMENTS, LLC.", (**"Articles"**), to be filed immediately;
2. A duplicate copy of the "Amended and Restated Articles of Organization of JLS INVESTMENTS, LLC.", to be file-stamped and returned to me; and
3. A check in the amount of \$25.00, made payable to the Florida Department of State, which covers the filing fee for the Amended and Restated Articles.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments. Thank you for your assistance.

Sincerely,

DAVID LANIGAN, P.A.

  
David C. Lanigan, J.D., LL.M.

**AMENDED AND RESTATED ARTICLES OF  
ORGANIZATION  
OF  
JLS INVESTMENTS, LLC**

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended, hereby form a Florida limited liability company ("**Company**") pursuant to the Act and hereby set forth the following Articles of Organization (these "**Articles**").

**ARTICLE I**

**Name**

The name of this Company shall be: JLS Investments, LLC.

**ARTICLE II**

**Address of Business**

The mailing address of the principal office of this Company shall be 22750 Southshore Drive, Land O Lakes, Florida 34639 and such other place or places as may be designated by the managers from time to time. The street address of the principal office of this Company shall be 22750 Southshore Drive, Land O Lakes, Florida 34639, and such other place or places as may be designated by the managers from time to time.

**ARTICLE III**

**Commencement Date and Duration**

This Company shall commence on the date and time when the Articles are filed in the Department of State, in accordance with the provisions of Section 608.409(1), Florida Statutes, and shall continue perpetually or until dissolved in accordance with Section 608.441(1), Florida Statutes, to wit:

- (a) by written consent of all of its members; or
- (b) upon the occurrence of one or more events specified in the operating agreement; or
- (c) upon entry of an order of dissolution by a court of competent jurisdiction; or
- (d) at any time there are no members, unless, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining

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member agrees in writing to continue the Company, as provided in §608.441(1)(d) of the Florida Statutes.

#### **ARTICLE IV**

##### **Purposes**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

#### **ARTICLE V**

##### **Powers**

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

#### **ARTICLE VI**

##### **Admission of Members**

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the vote of a majority-in-interest of members, unless otherwise stated in the Operating Agreement. For purposes of these Articles, "majority-in-interest of the members" means members owning more than 50 percent of the then-current percentage or other interest in the profits of the Company.

#### **ARTICLE VII**

##### **Voting By Members**

In each matter for which a vote of the members is required by the Act, consent of a majority-in-interest of members. Members owning 50% of interest in the profits of the Company shall decide the issue, unless otherwise stated in these Articles of Organization or the Operating Agreement or the Act. However, the members' right to vote on a dissolution of the Company shall be governed by §608.441 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement (i.e., unanimous written consent of members), and the members' right to vote on a merger of the Company shall be governed by §608.4381 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement.

#### **ARTICLE VIII**

##### **Right of Assignee to Become a Member**

An assignee of an interest in the Company may be admitted as a Member upon the consent of a majority-in-interest of the members.

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TALLAHASSEE, FLORIDA

**ARTICLE IX**  
**Withdrawal of Member**

A member shall have the right to withdraw and to demand either the return of any or all of the member's capital contribution or the value of the transferor's membership interest, as provided in the Operating Agreement.

**ARTICLE X**  
**Amendments**

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority-in-interest of the members. [ members owning 50% of interest in the profits of the Company.] Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411, Florida Statutes.

**ARTICLE XI**  
**Operating Agreement**

The members are hereby authorized and directed to prepare and adopt initial Operating Agreement for the governing of the internal affairs of the Company, containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to alter, amend, or repeal the initial Operating Agreement shall be set forth in the Operating Agreement.

**ARTICLE XII**  
**Contracting Debts**

No debt shall be contracted or liability incurred by or on behalf of this Company except by its managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of Organization this Nov 5, 2005. The execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

  
Jerome L. Schrenker, Member

## CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT

Pursuant to Sections 608.407 and 608.415 of the Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is JLS Investments, LLC.
2. The name and address of the registered agent and office are:

Jerome L. Schrenker  
22750 Southshore Drive  
Land O Lakes, Florida 34639

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with accept the obligations of my position as registered agent.

Dated: Nov 5, 2005.

  
\_\_\_\_\_  
Jerome L. Schrenker

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