

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT
PRESTIGE EQUITY BROKERS OF SARASOTA, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
PRESTIGE EQUITY BROKERS OF SARASOTA, LLC**

In accordance with section 608.411, Florida Statutes, the Articles of Organization of PRESTIGE EQUITY BROKERS OF SARASOTA, LLC, a limited liability company organized under the laws of the State of Florida on November 14, 2005, and assigned registration number L05000110326 (the "Company"), are hereby amended and restated as follows:

1. Name. The name of the Company is Prestige Equity Brokers of Sarasota, LLC.
2. Purposes. The purposes for which this Company is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the business of real estate brokerage or sales, and to make any and all investments and/or own any and all property in the United States or elsewhere.

In the course or furtherance of such business of real estate brokerage or sales, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such business of real estate brokerage or sales.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that the Company shall not do any act or thing in conflict with any laws of the State of Florida applicable to the business of real estate brokerage or sales.

3. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 2170 Main Street, Sarasota, Florida 34236.

4. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is E. John Wagner, II, 200 S. Orange Avenue, Sarasota, FL 34236.

5. Management. The Company shall be a manager-managed company. The name and address of the initial Manager is:

Henri Balestreri
2170 Main Street
Sarasota, Florida 34236

6. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

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7. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the ____ day of November 2005 (the "Execution Date").




E. John Wagner, II
Member or Authorized Representative

ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407 and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



E. John Wagner, II
As Registered Agent

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