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X-CELL, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
X-CELL, LLC**

The undersigned, as Manager of X-CELL, LLC, a Florida limited liability company (the "Company"), does hereby certify that the Amended and Restated Articles of Organization provided for herein were adopted by the Members and Sole Manager of the Company on the 7th day of April, 2006. The Articles of Organization were initially filed by the Florida Secretary of State on March 7, 2006.

Amendment Adopted: The Articles of Organization have been Amended and Restated in their entirety and are hereby adopted to read as follows:

"The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: X-CELL, LLC.

ARTICLE II

Place of Business

The principal place of business of this Company shall be 6220 Commercial Way, Weeki Wachi, Florida 34613, and such other place or places as may be designated by the manager from time to time. The mailing address of this Company shall be 6220 Commercial Way, Weeki Wachi, Florida 34613.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be GARY DICKSON, and the address of the registered agent for service of process shall be 6220 Commercial Way, Weeki Wachi, Florida 34613.

Prepared By:

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ARTICLE IV
Management of Business

The Company shall be manager managed. The initial managers shall be GARY DICKSON and PHILIP MIELE, whose address is 6220 Commercial Way, Weeki Wachi, Florida 34613, until the first annual meeting of members or until a successor is elected and qualified."

The undersigned has executed these Amended and Restated Articles of Organization this 9 day of May, 2006.



GARY DICKSON, Manager

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 6220 Commercial Way, Weeki Wachi, Florida 34613, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: May 9, 2006



GARY DICKSON

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