

L06000055718

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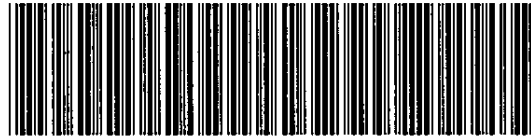
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OFFICE OF CORPORATIONS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 916170 4328337

AUTHORIZATION : *Spokane*

COST LIMIT : \$ 55.00

ORDER DATE : May 24, 2007

ORDER TIME : 10:24 AM

ORDER NO. : 916170-005

CUSTOMER NO: 4328337

FILED
07 MAY 24 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GLOBAL LIGHTING SOLUTIONS,
L.L.C.

XX RESTATED ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GLOBAL LIGHTING SOLUTIONS, L.L.C.**

FILED
07 MAY 24 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Global Lighting Solutions, L.L.C., a limited liability company organized and existing under the laws of the State of Florida (the "Company"), certifies that:

A. The name of the Company is Global Lighting Solutions, L.L.C., and its Document Number with the Florida Department of State is L06000055718.

B. By written consent of the Sole Member of the Company, a resolution was duly adopted, pursuant to Section 608.411 of the Florida Limited Liability Company Act, setting forth a proposed amendment and restatement of the Articles of Organization, and declaring the proposed amendment and restatement advisable. The Sole Member of the Company duly approved and adopted the proposed amendment and restatement of the Articles of Organization by written consent in accordance with Section 608.4231 of the Florida Limited Liability Company Act.

C. The Articles of Organization, as so amended and restated, are entitled the Amended and Restated Articles of Organization of Global Lighting Solutions, L.L.C., and shall read in their entirety as follows:

ARTICLE I. Name. The name of the Limited Liability Company is Global Lighting Solutions, L.L.C.

ARTICLE II. Address. The mailing address and street address of the principal office of the Limited Liability Company are:

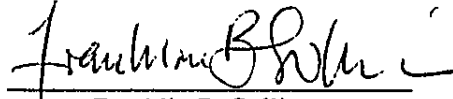
Principal Office and Mailing Address:

5551 Ridgewood Drive
Suite 303
Naples, FL 34108

ARTICLE III. Registered Agent, Registered Office and Registered Agent's Signature. The name and the Florida street address of the registered agent are:

Franklin B. Sullivan
5551 Ridgewood Drive
Suite 303
Naples, FL 34108

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Franklin B. Sullivan

ARTICLE IV. Managing Member. The name and address of the sole Managing Member are as follows:

Title:

Name and Address:

Sole Managing Member

Ultrawatt Energy Systems, Inc.
5551 Ridgewood Drive
Suite 303
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned officer of the Company's Sole Member has executed these Amended and Restated Articles of Organization of Global Lighting Solutions, L.L.C. on the 22nd day of May, 2007.

ULTRAWATT ENERGY SYSTEMS, INC.,
a Delaware corporation

By: _____

Name: Franklin B. Sullivan

Title: President