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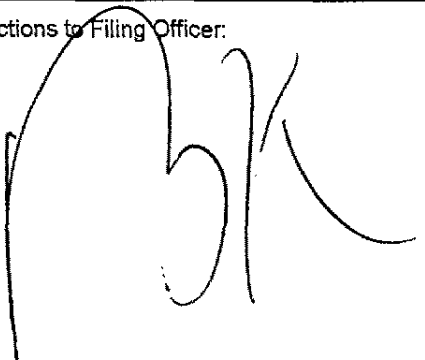
PICK-UP WAIT MAIL

(Business Entity Name)

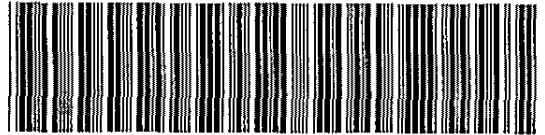
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 754812 7496295
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 12, 2007
ORDER TIME : 11:32 AM
ORDER NO. : 754812-005
CUSTOMER NO: 7496295

DOMESTIC AMENDMENT FILING

NAME: Ocala Ventures One, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

FILED
07 FEB 12 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
for

OCALA VENTURES ONE, LLC
a Florida limited liability company

(Filed in accordance with 608.411, F.S.)

The undersigned, as Members, desiring to amend and restate the Articles of Organization for Ocala Ventures One, LLC, a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Amended and Restated Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be OCALA VENTURES ONE, LLC

ARTICLE II - DURATION/CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida, being June 9, 2006.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is: 154 Lawn Avenue, St. Augustine, FL 32084.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office for this company is as follows: Jesse Killebrew, 154 Lawn Address, St. Augustine, FL 32084.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VI - MEMBERS

The members of the limited liability company are as follows:

<u>Name</u>	<u>Address</u>
Jesse Killebrew	154 Lawn Avenue, St. Augustine, FL 32084
Tammy Palmer	3545 U.S. 1 South St. Augustine, FL 32086
Mike Braren	4315 Pablo Oaks Court Suite 1 Jacksonville, FL 32224
John Killebrew	23264 Two Rivers Rd. Basalt, CO 81621
Mary Killebrew	23264 Two Rivers Rd. Basalt, CO 81621

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by the Managers and the names and addresses of the Managers are:

<u>Name</u>	<u>Address</u>
Jesse Killebrew	154 Lawn Avenue, St. Augustine, FL 32084
Mike Braren	4315 Pablo Oaks Court Suite 1 Jacksonville, FL 32224

The management and control of the Company shall be vested in its Managers.

ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn

to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

ARTICLE X - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Manager.

ARTICLE XI - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XII - TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as members, have hereunto set their hands and seal this 12th day of Feb., 2007.

[Signature]
JESSE KILLEBREW, MANAGING MEMBER

[Signature]
MIKE BRAREN, MANAGING MEMBER

[Signature]
TAMMY PALMER, MEMBER

[Signature]
JOHN KILLEBREW, MEMBER

[Signature]
MARY KILLEBREW, MEMBER

STATE OF FLORIDA
COUNTY OF St. John's County

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JESSE KILLEBREW, who is personally known to me, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they subscribed to those Amended and Restated Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 12th day of Feb., 2007.

[Signature]
Notary Public, State of Florida
(SEAL)



Patricia C. Trezza
Commission # DD543512
Expires April 23, 2010
Bonded Troy Park - Insurance Inc. 660-185-7018

STATE OF FLORIDA
COUNTY OF St. Johns

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TAMMY PALMER, who is personally known to me, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they subscribed to those Amended and Restated Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 22 day of January, 2007.

Bonnie A. Garrison
Notary Public, State of Florida
(SEAL)



BONNIE A. GARRISON
Notary Public, State of Florida
My comm. expires July 4, 2007
Comm. No. DD 218800

STATE OF FLORIDA
COUNTY OF St John's County

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MIKE BRAREN, who is personally known to me, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they subscribed to those Amended and Restated Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 12th day of Feb., 2007.

Patricia C. Trezza
Notary Public, State of Florida
(SEAL)



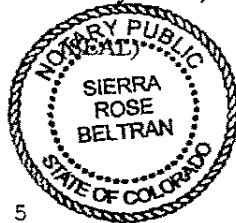
Patricia C. Trezza
Commission # DD543512
Expires April 23, 2010
Bonded Troy Park Insurance, Inc. 800-346-7018

STATE OF COLORADO
COUNTY OF Eagle

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN KILLEBREW, who is personally known to me, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they subscribed to those Amended and Restated Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 22 day of January, 2007.

Sierra Rose Beltran
Notary Public, State of Colorado

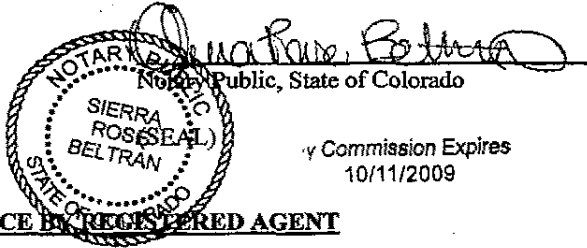


My Commission Expires
10/11/2009

STATE OF COLORADO
COUNTY OF Eagle

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARY KILLEBREW, who is personally known to me, and who executed the foregoing Amended and Restated Articles of Organization, and acknowledged before me that they subscribed to those Amended and Restated Articles of Organization.

WITNESS my hand and official seal in the County and State named above this 22 day of January, 2007.



ACCEPTANCE BY REGISTERED AGENT

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.

Jesse Killebrew, Registered Agent
Date: Feb 9, 2007