

L060000063410

From: Origin ID: (727)327-1145
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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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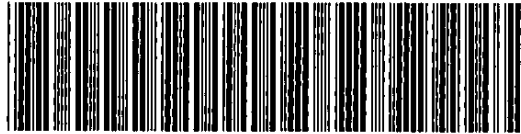
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- [Signature]

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RAMSBERGER LAW GROUP, P.A.

2959 First Avenue North
St. Petersburg, Florida 33713

Thomas M. Ramsberger, Esquire
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Telephone (727) 327-1145
Facsimile (727) 323-4936

July 10, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sculley's Management, LLC

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Organization of Sculley's Management, LLC. Enclosed is a check in the amount of \$25.00 to cover the cost of filing the enclosed Articles of Amendment. Please return the enclosed copy indicating that the original has been filed.

Your prompt attention to this matter is greatly appreciated. Should you have any questions regarding the enclosed documents, please feel free to contact this office.

Sincerely,

Pamela Neet Brickley

Pamela Neet Brickley
Paralegal

PNB/pb
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 17, 2006

PAMELA NEET BRICKLEY
2959 FIRST AVE. NORTH
ST. PETERSBURG, FL 33713

SUBJECT: SCULLEY'S MANAGEMENT, LLC
Ref. Number: L06000063410

We have received your document for SCULLEY'S MANAGEMENT, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Organization.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 206A00045692

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
SCULLEY'S MANAGEMENT, LLC

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Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company adopts the following Amendment to and Restatement of its Articles of Organization:

1. The name of this limited liability company is Sculley's Management, LLC.
2. The Articles of Organization of this limited liability company were filed with the Florida Department of State on June 20, 2006 and assignment document number L06000063410.
3. The following amendment to the Articles of Organization was adopted by the limited liability company.
4. The Articles of Organization of this limited liability company are hereby amended and restated in full as follows:

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SCULLEY'S MANAGEMENT, LLC

The undersigned authorized representative of a member hereby executes these Amended and Restated Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Sculley's Management, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

301 West Platt Street, No. 394
Tampa, Florida 33606

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 2959 First Avenue North, St. Petersburg, Florida 33713, and the initial registered agent of the Company at such office shall be Thomas M. Ramsberger. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Initial Member/Manager

The initial Member/Manager of the Company shall be DAG Bros., Inc., a Florida corporation, of 301 West Platt Street, No. 394, Tampa, Florida 33606.

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

These Articles of Amendment to the Articles of Organization shall be effective immediately upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles to be executed and acknowledged this 10th day of July, 2006.

Sculley's Management, LLC, a Florida
limited liability company

By: **DAG Bros., Inc.**, a Florida corporation,
its sole member

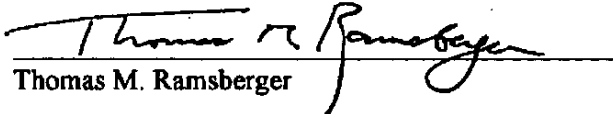
By: 
Joseph J. Dagonino, Secretary

SCULLEY'S MANAGEMENT, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 10th day of July, 2006.


Thomas M. Ramsberger

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