

LO6000100608

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(Address)

(Address)

(City/State/Zip/Phone #)

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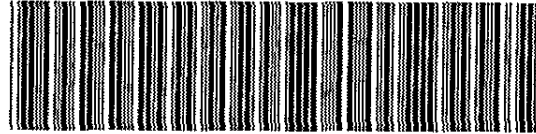
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November 6, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: PRG, LLC
Document Number L06000100608

Dear Sir/Madam:

This firm represents PRG, LLC. Our client desires to file Articles of Amendment to amend and restate Articles of Incorporation that were originally filed on October 13, 2006. Enclosed please find the following documents:

- Cover Letter;
- Articles of Amendment to Articles of Incorporation; and
- check in the amount of \$35.00 payable to Florida Department of State.

Please file the enclosed Articles of Amendment to Articles of Incorporation.

Please feel free to call me with any questions or if you require any further information at (904) 567-1160.

Sincerely,

Elizabeth A. Westlake

Enclosures

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PRG, LLC**

DOCUMENT # L06000100608

The undersigned hereby submits the following to amend the Articles of Organization of PRG, LLC (the "Company") as follows:

1. The Articles of Organization of the Company were filed on October 13, 2006 and assigned document number L06000100608.

2. This amendment is submitted to amend the Articles of Organization of the Company and restate them in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PRG AND ASSOCIATES, LLC**

Pursuant to section 608.407 of the Florida Limited Liability Company Act, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is PRG AND ASSOCIATES, LLC.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement of the Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The street address of the principal office of the Company shall be 202 21st Avenue South, Jacksonville Beach, Florida 32250. The mailing address of the principal office of the Company shall be P.O. Box 182, Ponte Vedra Beach, Florida 32004.

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**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The initial registered office of the Company shall be 202 21st Avenue South, Jacksonville Beach, Florida 32250, and its initial registered agent at such office shall be David R. Jolicoeur.

**ARTICLE V
ADDITIONAL MEMBERS**

Additional members (as the term "member" is defined in § 608.402 (21) of the Act) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

**ARTICLE VI
CONTINUATION OF BUSINESS**

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be managed by one or more Managers in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company. The names and addresses of the initial Managers are as follows:

David R. Jolicoeur
202 21st Avenue South
Jacksonville Beach, Florida 32250

Michael Glenn
202 21st Avenue South
Jacksonville Beach, Florida 32250

3. The number of votes cast by the Members and the Managers of the Company for the amendment was sufficient for approval.

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The undersigned Members have executed these Articles of Amendment to Articles of Organization effective as of the 13th day of October, 2006.


David R. Jolicoeur, as Member


Michael Glenn, as Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

PRG AND ASSOCIATES, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates David R. Jolicoeur as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 202 21st Avenue South, Jacksonville Beach, Florida 32250.

Dated effective as of the 13th day of October, 2006.

PRG AND ASSOCIATES, LLC

By: David R. Jolicoeur
David R. Jolicoeur, Manager

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated effective as of the 13th day of October, 2006.

David R. Jolicoeur
David R. Jolicoeur, as Registered Agent

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