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**HONEYBEE INTERNATIONAL LLC**

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**ARTICLES OF AMENDMENT TO ARTICLES  
OF ORGANIZATION FOR  
HONEYBEE INTERNATIONAL LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the Articles of Organization for HONEYBEE INTERNATIONAL LLC, which were originally filed with the Florida Secretary of State on January 18, 2007, are restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is HONEYBEE INTERNATIONAL LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Robert H. Sherman, 500 North Hiatus Road, Suite 107, Pembroke Pines, FL 33026.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated Member Units. The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)986-2112.

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5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

Robert H. Sherman  
500 North Hiatus Road  
Suite 107  
Pembroke Pines, FL 33026

Sergia S. Sherman  
500 North Hiatus Road  
Suite 107  
Pembroke Pines, FL 33026

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#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of any remaining members of the Limited Liability Company.

#### ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

#### ARTICLE VIII - WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the unanimous consent of all the members.

#### ARTICLE IX - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is

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contemplated. Notwithstanding the foregoing, the Board of Managers and one hundred percent (100%) of the members may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members consent otherwise.

#### ARTICLE X - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

#### ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

#### ARTICLE XII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law. @

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Amendment to the Articles of Organization this 13 day of JUNE, 2007.

  
\_\_\_\_\_  
ROBERT H. SHERMAN, Manager and Authorized  
representative of the members of the Limited  
Liability Company

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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