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CARTRIDGE WORLD OF PALO ALTO, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF CARTRIDGE WORLD OF PALO ALTO, LLC**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned limited liability company adopts the following Amended and Restated Articles of Organization:

- A.** The name of the limited liability company is CARTRIDGE WORLD OF PALO ALTO, LLC (the "Company").
- B.** The Articles of Organization of the Company were originally filed on January 23, 2007 (the "Original Articles").
- C.** The Amended and Restated Articles of Organization (the "Restated Articles") shall supersede the Original Articles and any and amendments made and existing prior to the filing of the Restated Articles.
- D.** The undersigned hereby amends and restates, in their entirety, the Original Articles as follows:
1. The name of the Limited Liability Company shall be **CARTRIDGE WORLD OF PALO ALTO, LLC** (the "Company").
 2. The mailing address and the street address of the principal office of the Company shall be 161 Homer Avenue, Palo Alto, CA 94304.
 3. The name and street address of the registered agent of the Company for service of process in the State of Florida is: HCRM Corp., 2200 NW Corporate Boulevard, Suite 401, Boca Raton, Florida 33431.
 4. The Company shall initially be managed by its members, however the members reserve the right in their Operating Agreement to require the Company to be manager-managed. The name and address of the initial Manager is: James B. Cain, 421 Arrowhead Trail, Vero Beach, FL 32963.
 5. The purpose of the Company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
 6. The Federal Tax ID number (FEI number) is 20-8533816.
 7. The effective date of the Company's existence pursuant to Florida Statutes shall be the date that the Original Articles of Organization were filed.
 8. The Restated Articles are duly executed and shall be filed in accordance with Fla. Stat. § 608.411.

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

By: 

Mark J. Lynn, as an authorized
representative of a member

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ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of CARTRIDGE WORLD OF PALO ALTO, LLC and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:


Robert J. Hunt, Vice President

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