

FROM : THE STRATEGIC COUNSEL
Division of Corporations

FAX NO. : (813) 286-3300
H070002253723

Sep. 10 2007 12:38 PM CP1

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000225372 3)))



H070002253723ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : THE STRATEGIC COUNSEL, L.C.
Account Number : T20040000092
Phone : (813) 286-1700
Fax Number : (813) 286-3600

2007 SEP 10 A 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

TOPSIDE, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$30.00

Electronic Filing Menu

Corporate Filing Menu

Help

H070002253723

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
TOPSIDE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be TOPSIDE, LLC ("company").

ARTICLE II - ADDRESS

The principal office and mailing address of the company is 303 24th Street West, Bradenton, Florida 34205.

ARTICLE III - DURATION

The company shall commence its existence on the 31ST day of January 2007. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Thomas P. Whitaker, Jr., The Strategic Counsel, LC, 4805 West Laurel Street, Suite 230, Tampa, FL, 33607.

ARTICLE V - MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent. A member's interest in the company will be evidenced by a certificate of membership interest issued by the company.

H07 0002253723

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE VII – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the member managers of the company are as follows:

1. Christine P. Whitaker, Member Manager, 303 24th Street West, Bradenton, FL 34205.
2. John W. S. Pratt, Member Manager, 55 Knightwood Point, Ackworth, GA 30101.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Bradenton, Florida, on this 24th day of August, 2007 and in Collier County, Georgia on this 9th day of August, 2007.

Christine P. Whitaker
Christine P. Whitaker, Member Manager

John W. S. Pratt
John W. S. Pratt, Member Manager

State of Florida

County of Manatee

BEFORE ME, the undersigned authority, personally appeared, CHRISTINE P. WHITAKER, known to me to be the person described in, and whose name is subscribed to the foregoing document, who stated to me on oath that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 24 day of August, 2007.

(Seal)



Notary Public State of Florida
Christina N. Smith
My Commission DD378523
Expires 12/20/2008

Christina N. Smith
Notary Public State of Florida

Printed Name: Christina N. Smith

My Commission Expires: 12-20-08

H070002253723

H070002253723

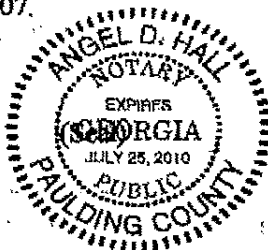
State of Georgia

County of Cobb

BEFORE ME, the undersigned authority, personally appeared, JOHN W. S. PRATT, known to me to be the person described in, and whose name is subscribed to the foregoing document, who stated to me on oath that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 9 day of August

2007.



Angel D. Hall

Notary Public - State of Georgia

Printed Name: Angel D. Hall

My Commission Expires: 7/25/10

FILED
2007 SEP 10 A 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H070002253723