

FROM : THE STRATEGIC COUNSEL
Division of Corporations

Fax No. : (813) 286-3300
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TOPSIDE, LLC

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**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, L.C., 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.

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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, Member Manager (with signature)

John W. S. Pratt, Member Manager (with signature)

State of Florida
County of Manatee

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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)

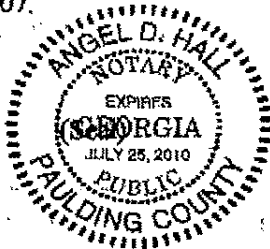
Notary Public State of Florida
Christina Smith
My Commission DD378623
Expires 12/20/2008
Christina N. Smith
Printed Name: Christina N. Smith
My Commission Expires: 12-20-08

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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

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