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BASE ONE PROPERTY GROUP, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
BASE ONE PROPERTY GROUP, LLC**

The undersigned, as Manager of BASE ONE PROPERTY GROUP, LLC, a Florida limited liability company (the "Company"), does hereby certify that the Amended and Restated Articles of Organization provided for herein were adopted by the Members and Manager of the Company on the 1st day of April, 2007. The Articles of Organization were initially filed by the Florida Secretary of State on February 9, 2007 and assigned document number L07000015295.

Amendment Adopted: The Articles of Organization have been Amended and Restated in their entirety and are hereby adopted to read as follows:

"The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: **BASE ONE PROPERTY GROUP, LLC.**

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 1933 Oceanview Drive, Tierra Verde, Florida 33715, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be **MATTHEW JACOBSON**, and the address of the registered agent for service of process shall be 1933 Oceanview Drive, Tierra Verde, Florida 33715.

This instrument was prepared by:
Bruce N. Bokor, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0150340

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ARTICLE IV
Management of Business

The Company shall be manager-managed. The name and address of the initial manager shall be MATTHEW JACOBSON, 1933 Oceanview Drive, Tierra Verde, Florida 33715."

The undersigned has executed these Articles of Organization this 1st day of April, 2007.



MATTHEW JACOBSON, Manager

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 1933 Oceanview Drive, Tierra Verde, Florida 33715, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: April 1, 2007



MATTHEW JACOBSON

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