

L070000019967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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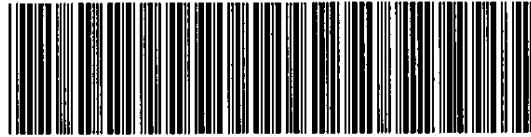
(Business Entity Name)

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RECEIVED
10 APR 29 PM 3:50
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TALLAHASSEE, FLORIDA

FILED
10 APR 29 AM 10:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

APR 30 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 29 AM 10:08

CONTACT: KATIE WONSCH

DATE: 04/29/2010

REF. #: RA3542.123944

CORP. NAME: MELBOURNE VENTURES FUND LLC

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input checked="" type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input type="checkbox"/> FOREIGN QUALIFICATION	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION		
<input type="checkbox"/> OTHER:		

STATE FEES PREPAID WITH CHECK# 534740 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

<input checked="" type="checkbox"/> CERTIFIED COPY	<input type="checkbox"/> CERTIFICATE OF GOOD STANDING	<input type="checkbox"/> PLAIN STAMPED COPY
<input type="checkbox"/> CERTIFICATE OF STATUS		

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MELBOURNE VENTURES FUND LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 29 AM 10:08

The undersigned, being a fully authorized representative of a member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby, pursuant to section 608.411 of the Florida Statutes, amend and restate in its entirety its Articles of Organization as follows:

ARTICLE I

NAME

The name of the limited liability company is MELBOURNE VENTURES FUND LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

c/o CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, FL 32301

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 515 East Park Avenue, Tallahassee, FL 32301 as the street address of the registered office of the Company and names CorpDirect Agents, Inc. as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacities and independently one from the other until their successors are duly elected and qualified, shall be appointed by the Company's Member(s) as set forth in its Operating Agreement.

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

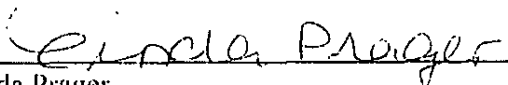
ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.



Linda Prager
Duly Authorized Representative of Company's Sole
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MELBOURNE VENTURES FUND LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 29th day of April, 2010.

CORPDIRECT AGENTS, INC.

Katie Wonsch

By: Katie Wonsch, Assistant Secretary