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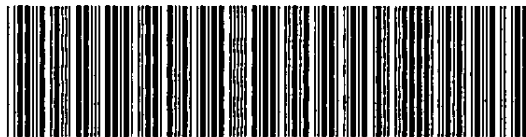
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TALLAHASSEE, FLORIDA

D. BRUCE

JUL 14 2009

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Telecycle, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael K. Gold

Name of Person

Ingwersen & Taylor, LLP

Firm/Company

Six Concourse Pkwy., Ste. 600

Address

Atlanta, GA 30328

City/State and Zip Code

mgold@itllp-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael K. Gold

Name of Person

at (770)

393-4933

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TELECYCLE, LLC
*A Florida Limited Liability Company***

1. The name of the company is TELECYCLE, LLC (the "Company").
2. The Articles of Organization of the Company were filed on February 28, 2007 and assigned Florida document number L07000022752.
3. The street address of the principal office of the Company is 195 N. Brevard Avenue, Suite G, Cocoa Beach, Florida 32931.
4. The mailing address of the Company is 195 N. Brevard Avenue, Suite G, Cocoa Beach, Florida 32931.
5. Robert L. Hathaway is the Company's registered agent. His street address is 195 N. Brevard Avenue, Suite G, Cocoa Beach, Florida 32931.
6. Robert L. Hathaway is the Company's Manager and President. His street address is 195 N. Brevard Avenue, Suite G, Cocoa Beach, Florida 32931.
7. Pursuant to and consistent with Fla. Stat. § 608.411, the Company amends its Articles of Organization by removing Article III thereof in its entirety and replacing such with the amended Article III as set forth herein:

Article III

A. Purpose. *The Company is formed and shall be conducted solely for the following purposes:*

(1) **E-Waste.** *To acquire, purchase, sell, import, export, and recycle e-scrap, e-waste, electronic waste, electronic products, and telecommunications equipment for the purposes of recycling, refurbishing, reselling and receiving on consignment for resale; and*

(2) **Other Legal Purposes.** *To conduct such other activities related to or incidental to the business described herein, to exercise all other powers necessary to or reasonably connected with such business as may be legally exercised by a limited liability company in Florida or in such other states in which the Company shall own assets or conduct business, and to engage in all activities necessary, customary, convenient, or incident to any of the foregoing.*

B. Directors. *Matters and affairs of the Company shall be resolved by the Directors. Voting will not be based on membership percentages; instead, each Director shall have one vote on all matters pertaining to, or affecting, the Corporation. Such matters include, but not limited to, the appointment of a Manager to handle all of the business and affairs of the Company and all decisions regarding membership issues and dissolution of the Company.*

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FLORIDA

C. **Manager.** The Manager shall exercise all such rights, powers and authority generally conferred by the Florida Limited Liability Company Act to act with full, exclusive and complete authority to manage and direct the Company towards accomplishing and implementing the business and affairs dictated by the Directors consistent with accomplishing the purposes of the Company.

D. **Manager Limitations.** The Manager's authority to manage the business and affairs of the Company is limited by the requirement for all of the following transactions to be approved by at least two Directors of the Company, and the Company will be excused from honoring any agreement that remotely concerns any of the following transactions if such agreement lacks the express written consent or approval of at least two Directors:

(1) **Purchase Orders.** The Manager is not authorized to execute any single purchase order for any inventory intended for re-sale or other goods and services with an aggregate cost of more than twenty-five thousand dollars (\$25,000.00);

(2) **Personal Property.** The Manager is not authorized to acquire, buy, hold, sell, lease or otherwise dispose of any plant equipment or other personal property (including, but not limited to, trucks and forklifts) with a cost or value of more than five thousand dollars (\$5,000.00);

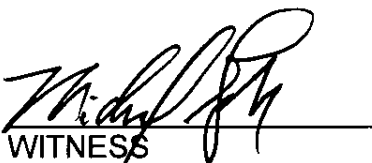
(3) **Real Property.** The Manager is not authorized to acquire, buy, hold, sell, lease or otherwise dispose of real property or personal and mixed property associated therewith;


(4) **Credit.** With the exception of credit extended as an account receivable for authorized purchase orders, the Manager is not authorized to apply for any credit, borrow, mortgage, pledge, encumber, finance, lend, or obligate the Company to any indebtedness, obligor/obligee relationship or secured transaction; and

(5) **Securities and Exchanges.** The Manager is not authorized to enter into any type of agreement, directly or through a third party, which is related to securities transactions, structured products, commodities, or foreign exchanges.

8. The aforesaid amendment to the Articles of Organization of the Company shall be effective upon the filing of Articles of Amendment with the office of the Department of State.
9. In all other respects the Articles of Organization filed on February 28, 2007 are hereby ratified and reaffirmed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 20th day of April, 2009.


WITNESS


ROBERT L. HATHAWAY, Member & Manager

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